

**BYLAWS
of the
MOUNTAIN MIATAS of EAST TENNESSEE**

(A Tennessee Nonprofit Corporation)

TABLE OF CONTENTS

	Page
ARTICLE I - DEFINITIONS	3
ARTICLE II - PRINCIPAL OFFICE	4
ARTICLE III - MEMBERS	4
1. ADMISSION.	4
2. RIGHTS AND OBLIGATIONS.	4
3. NON-TRANSFERABLE.	4
4. NO LIABILITY.	4
5. DUES, ASSESSMENTS AND FEES.	4
6. TERMINATION.	4
7. ANNUAL MEETING.	5
8. SPECIAL MEETINGS.	5
9. REGULAR MEETINGS.	5
10. Section Reserved.	5
11. FINANCE REPORTING.	5
ARTICLE IV - VOTING	5
1. ONE VOTE PER MEMBER.	5
2. VOTING LIST.	5
3. QUORUM.	6
4. PROXIES.	6
5. NOMINATIONS.	6
ARTICLE V - BOARD OF DIRECTORS	6
1. GENERAL POWERS	6
2. NUMBER, TENURE AND QUALIFICATIONS	6
3. RESIGNATION	6
4. REMOVAL OF DIRECTOR	6
5. VACANCY	6
6. COMPENSATION	7
7. REGULAR MEETINGS	7
8. SPECIAL MEETINGS	7
9. NOTICE	7
(a) Special Meetings	7
(b) Adjourned Meetings	7
10. WAIVER OF NOTICE	7
11. ELECTRONIC CONFERENCE MEETINGS	7
12. QUORUM AND VOTING	8
(a) Quorum	8

(b) Voting 8

13. COMMITTEES 8

14. INFORMAL ACTION BY DIRECTORS 8

 (a) Action Without a Meeting 8

 (b) Effective Date 8

 (c) Effectiveness 8

15. STANDING RULES (POLICIES) 8

16. EVENT WAIVERS AND FEES 9

ARTICLE VI - OFFICERS 9

 1. NUMBER 9

 2. APPOINTMENT AND TERM OF OFFICE 9

 3. REMOVAL 9

 4. RESIGNATION 9

 5. Section Reserved 9

 6. PRESIDENT 9

 7. Section Reserved. 10

 8. SECRETARY 10

 9. TREASURER 10

 10. DUTIES OF DIRECTORS 11

ARTICLE VII - GENERAL STANDARDS OF CONDUCT 12

 1. STANDARDS OF CONDUCT FOR DIRECTORS AND OFFICERS 12

 2. CONFLICT OF INTEREST TRANSACTION 12

 (a) Conflict of Interest Transaction 12

 (b) Indirect Interest 12

 (c) Authorization, Approval, and Ratification Under Subsection (a) 12

 3. LOANS TO DIRECTORS AND OFFICERS 12

 4. LIABILITY FOR UNLAWFUL DISTRIBUTIONS 12

 (a) Director Liability 12

 (b) Contribution 13

ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS 13

 1. CONTRACTS 13

 2. LOANS 13

 3. CHECKS, DRAFTS, ETC 13

 4. DEPOSITS 13

ARTICLE IX - FISCAL YEAR 13

ARTICLE X - SEAL 13

ARTICLE XI - AMENDMENT BY MEMBERS 14

**BYLAWS
OF
MOUNTAIN MIATAS OF EAST TENNESSEE CLUB
(A Tennessee Nonprofit Corporation)**

The purpose of the Club is to provide opportunities for Mazda Miata owners to participate in fun group experiences involving *Miatas* and to exchange ideas and information. The Club operates in the vicinity of Knoxville and Maryville Tennessee.

ARTICLE I - DEFINITIONS

As used in these Bylaws, unless the context otherwise requires, the following terms shall have the meanings set forth below:

“Act” shall mean the Tennessee Nonprofit Corporations Act, Title 48, Chapters 51 - 68, as amended from time to time. TCA § 48-51-101.

“Board” or “Board of Directors” shall mean the board of directors of the Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in the Charter and TCA § 48-58-101. TCA § 48-51-201(2).

“Bylaws” the bylaws for the Mountain Miatas club are modeled after those created in 2008 for the Tri-Cities Miata Club operating out of Johnson City TN.

“Charter” shall mean the Charter of the Corporation, as filed with the Secretary of State of Tennessee, as amended, corrected or restated from time to time, and Articles of Merger, if applicable. TCA § 48-51-201(4) and TCA § 48-52-102.

“Code” shall mean the Internal Revenue Code of 1986, as amended from time to time.

“Corporation” shall mean the Mountain Miatas of East Tennessee, sometimes herein referred to as the “Club”, the Tennessee nonprofit corporation incorporated by the Charter and formed under these Bylaws pursuant to the Act. TCA § 48-51-201(7).

“Director” shall mean a natural person serving on the Board of Directors of the Corporation. TCA § 48-51-201(10).

“Members” shall mean adult persons admitted to membership, all of whom shall be of the same class and can be either one or two persons or owning one or more Mazda Miata automobiles.

“Officers” shall mean collectively, the President, the Secretary, and each other Officer elected by the Members to run the day-to-day operations of the Corporation.

“Property” shall mean all property, real or personal, tangible or intangible, including money and any legal or equitable interest owned by the Corporation.

“Regulations” shall mean the Income Tax Regulations, including Temporary Regulations, promulgated under the Code; as such regulations may be amended from time to time.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Club shall be located at the place designated in the corporate Charter. The Club may change, or have such other offices, within the State of Tennessee, as the Board of Directors may designate or as the business and affairs of the Club may from time to time require.

ARTICLE III - MEMBERS

1. ADMISSION.

The Club may admit any adult person as a member but no person shall be admitted as a member without such person's consent. The Club may, but is not required to, issue membership certificates. Memberships shall consist of one or two adult persons and owning one or more Mazda Miata roadsters.

2. RIGHTS AND OBLIGATIONS.

There shall be only one class of members and all shall have the same rights and obligations with regard to voting, dissolution, redemption and transfer.

3. NON-TRANSFERABLE.

Memberships are not transferable.

4. NO LIABILITY.

A member is not, as such, liable for the acts, debts, liabilities or obligations of the Club.

5. DUES, ASSESSMENTS AND FEES.

A member may become liable to the Club for dues, assessments or fees by consenting (expressly or impliedly) to such obligation. No bylaw or resolution imposing dues, assessments or fees shall, of itself, create liability.

Annual dues are assessed for each membership, which run through the end of December, and must be renewed by the end of January (provides 1 month grace period) or the membership expires automatically. All members are listed on the membership application, vote and have separate member listings.

Annual dues will be used to cover the costs associated with maintaining the club, including but not limited to insurance, newsletters, mailings, incorporation fees, nametags, website maintenance, and costs associated with specific club events as determined by the Board.

6. TERMINATION.

No member may be expelled or suspended, and no membership terminated or suspended except pursuant to a procedure which is fair and reasonable and is carried out in good faith. Not less than 15 days prior, written notice of the proposed expulsion, suspension or termination and the reasons therefore must be sent via certified mail to the last address of the member shown on the Club's records by the President or Secretary to the member advising the date, time and place of a Board meeting where the member will have the opportunity to be heard, orally or in writing, and at which meeting the Board will decide whether or not to expel the member and/or suspend or terminate the membership. If the member is to be expelled or the membership suspended or terminated, such action shall not become effective until at least five (5) days shall have elapsed after the determination.

7. ANNUAL MEETING.

The Members shall annually hold a meeting in June at a place designated by the Board within Blount, Knox, Loudon, or Monroe County, Tennessee, at which the President and Treasurer shall, respectively, report on the activities and financial condition of the Club and the members shall consider and act upon such matters as may be raised, provided notice is given to the members of the place, date and time of each annual meeting no fewer than ten (10) days, nor more than two (2) months, before the meeting date. The notice must include a description of any matter to be considered if it deals with (1) a director or officer's conflict of interest, (2) indemnification of officers, employees or agents, (3) amendment of the Charter or Bylaws, (4) a plan of merger, (5) a sale of assets other than in the regular course of activities, or (6) dissolution of the Club. Notice shall be emailed to members and posted on the Club website.

8. SPECIAL MEETINGS.

A special meeting of the members shall be held on call of the Board, the President, any two (2) other officers or the holders of at least ten percent (10%) of the votes entitled to be cast if they sign and date a demand for a special meeting, which demand describes the purpose of the meeting and which demand is delivered to the Secretary, at a place to be determined by the Board of Directors within the counties listed for the place of the Annual Meeting. Only business so described in the notice may be considered at a special meeting. Once so called, notice shall be given by emailing members and posting on the Club website.

9. REGULAR MEETINGS.

A regular meeting of the members shall be held without further notice other than this Bylaw on the last Monday of each month at 7:00 P.M. at a place to be determined by the Board of Directors within the counties listed for the place of the Annual Meeting. Notice of the date, time and place of each meeting shall be posted on the Club website, at least ten (10) days before the meeting date.

10. Section Reserved.

11. FINANCE REPORTING.

The fiscal year of the club shall begin on the 1st day of January of each year. A one-page written accounting of Club income, expenses and account balances will be presented to the general membership in Monthly Financial reports, and provided upon request. In addition, an Annual report for the prior year will be provided in January and filed in the club's archive.

ARTICLE IV - VOTING

1. ONE VOTE PER MEMBER.

Each member shall have one (1) vote.

2. VOTING LIST.

After fixing a record date for notice of a meeting, the Club shall prepare an alphabetical list of the names of all members and their addresses, indicating that each member is entitled to one (1) vote. The list shall be updated through the start of the meeting to show who is entitled to vote and shall be available at the general membership meeting one month before the vote. The list shall be available at the meeting where the vote is to be conducted.

3. QUORUM.

One-third (33%) of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum.

4. PROXIES.

A member may appoint a proxy to vote or otherwise act for them at a meeting on a single specified date by signing and dating an appointment form personally. A Proxy is valid only for one (1) meeting.

5. NOMINATIONS

All officer candidates must be paid-up members. All such members may run for any office and may nominate themselves up to and including the election meeting. Candidates will briefly describe their reasons for running and their qualifications. Elections will be in the order of officer rank and unsuccessful candidates may then run for a lower ranking office. A Nomination Committee, if needed, will be chaired by the immediate past - President. Multiple nominations per office are encouraged. Ballots shall be tallied by a non-Board member appointed by the President.

ARTICLE V - BOARD OF DIRECTORS

1. GENERAL POWERS.

All corporate powers shall be exercised by, or under the authority of, the Board of Directors. The business and affairs of the Club shall be managed under the direction of the Board of Directors, including ensuring the Charter and Bylaws are complied with.

2. NUMBER, TENURE AND QUALIFICATIONS.

Eight (8) Directors shall be designated or appointed by the Incorporators at the initial organizing meeting to serve as members of the Board of Directors for approximately three months during the organizational phase of the club. Subsequent successors, and additional directors, if any, shall be elected by the Members. All successors and any additional Directors shall be elected for terms of one (1) year. Upon the death, resignation or removal for cause of any one of these Directors, the Members shall elect a successor. There shall, at all times, be at least five (5), but not more than fifteen (15), Directors. Directors must be natural persons who are 18 years of age or older, and residents of the State of Tennessee.

3. RESIGNATION.

A Director may resign at any time by delivering written notice to the President or the Secretary. The resignation shall be effective when dated, and delivered, unless the notice specifies a later effective date.

4. REMOVAL OF DIRECTOR.

The Members may remove a Director only with cause. "Cause" may be determined by the Directors, but it must be a substantial matter affecting the Director's ability to serve effectively. A Director may be removed only at a meeting called for the purpose of removing the Director and the meeting notice must state that the purpose or one of the purposes, of the meeting is the removal of the Director.

5. VACANCY.

If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors or a vacancy resulting from a removal or resignation of a Director, the Members may fill the vacancy by membership vote.

6. COMPENSATION.

Club members and officers shall receive no compensation for their services. They may receive reimbursement for expenses accrued as may be approved by the Board of Directors.

7. REGULAR MEETINGS.

A regular meeting of the Directors shall be held without notice, other than this Bylaw, sixty (60) minutes before each monthly general membership meeting at the place of the general membership meeting. The Directors may provide, by resolution, the date, time and place for the holding of additional regular Board meetings without notice other than such resolution.

8. SPECIAL MEETINGS.

Special meetings of the Directors may be called by the President or any two (2) Directors. The person or persons authorized to call special meetings of the Directors may fix the date and time for said special meeting, but the place shall be at the principal office of the Club, or at another meeting place selected by the Directors in one of the following Tennessee counties; Blount, Knox, Loudon or Monroe.

9. NOTICE.

(a) Special Meetings. Special meetings of the Board must be preceded by at least ten (10) days notice to each Director of the date, time, place, and purpose of the meeting.

(b) Adjourned Meetings. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

10. WAIVER OF NOTICE.

A Director may waive any notice required before or after the date and time stated in the notice. The waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at, or participation in, a meeting waives any required notice of the meeting unless the Director at the beginning of the meeting, or promptly upon his 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.

11. ELECTRONIC CONFERENCE MEETINGS.

The Board of Directors may permit any or all Directors to participate in a regular or special meeting by any means of communication by which all Directors participating may simultaneously hear each other or simultaneously read electronic communications from each other to all others during the meeting. The entire meeting may be conducted through such means. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

12. QUORUM AND VOTING.

(a) Quorum. A quorum of the Board of Directors consists of a majority of the Directors in office immediately before a meeting begins. In no event may these Bylaws ever authorize a quorum of fewer than the greater of (i) one half (1/2) of the number of Directors in office or (ii) three (3) Directors.

(b) Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present constitutes the act of the Board of Directors. A Director who is present at a meeting when corporate action is taken is deemed to have assented to the action unless:

- (1) The Director objects at the beginning of the meeting, or promptly upon his or her arrival, to holding the meeting or transacting business at the meeting; or
- (2) The Director dissents or abstains from the action taken which dissent or abstention is entered in the minutes of the meeting; or
- (3) The Director delivers written notice of his/her dissent or abstention to the presiding Officer of the meeting before its adjournment or to the Secretary 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.

13. COMMITTEES.

The Board of Directors may create one or more committees, each of which may consist of one or more members. All committees serve at the pleasure of the Board of Directors. Each committee may exercise the authority of the Board of Directors as authorized by the Board of Directors except that a committee may not take actions, that deal with (1) distributions, (2) dissolution, merger, sale, pledge or transfer of substantially all of the Club's assets, (3) removal of Directors or filling vacancies; and (4) amending the Charter or Bylaws.

14. INFORMAL ACTION BY DIRECTORS.

(a) Action may be taken by a Quorum of Directors without a meeting. If all Directors present consent to taking such action without a meeting, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting is the act of the Board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken.

(b) Effective Date. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date.

(c) Effectiveness. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

15. STANDING RULES (POLICIES).

A standing rule or policy of the Board is defined as a definite course or method of action selected to guide and determines present and future decisions of the Club. Officers shall follow all standing rules or policies in carrying out their duties in conducting the business and affairs of the Club. Standing rules or policies may be enacted only when approved at two consecutive meetings of the Members. Thereafter, changes in, additions to, or deletions from, standing rules or policies may be accomplished only by affirmative vote of two consecutive meetings of the Members. The Board may suspend, for a set period of time not exceeding thirty (30) days, any standing rule or policy, upon a vote by quorum.

16. EVENT WAIVERS AND FEES.

Events and activities involving driving are primarily for members. Participating non-members must sign a waiver release before each event. The club may charge predetermined event fees based on the cost to participate in each event and may charge a higher event fee for non-members permitted to participate.

ARTICLE VI - OFFICERS

1. NUMBER.

The Officers of the Club shall be the President, Secretary, Treasurer, Communications, Membership, Activities, Drive Coordinator, Website Master, Immediate Past-President and such other officers as the Members may elect at the annual meeting of Members, each of whom shall by such election by the Members also be elected as a member of the Board of Directors. The same individual may simultaneously hold two (2) offices in the Club, except the offices of President, Secretary and Treasurer, provided no other candidates exist to fill this office.

2. APPOINTMENT AND TERM OF OFFICE.

The Officers of the Club shall be elected annually at the annual meeting of the Members. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified or until he shall resign or shall have been removed in the manner hereinafter provided.

The Members may authorize any duly elected Officer to appoint assistant Officers. The appointment of an assistant Officer does not itself create contract rights or make them part of the Board.

3. REMOVAL.

Any Officer or agent elected by the Members may be removed by a Member vote by Quorum whenever in their judgment the best interests of the Club would be served thereby, and such removal shall be without prejudice of the person so removed.

4. RESIGNATION.

An Officer may resign at any time by delivering notice to the President or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. The Members may fill the pending vacancy before the effective date if they provide that the successor does not take office until the effective date.

5. Section Reserved.

6. PRESIDENT.

The President shall be the chief executive officer of the Club and, subject to the control of the Directors, shall in general supervise and control all of the business and affairs of the Club. The President shall, when present, preside at all meetings of the Directors. The President may sign, with the Secretary, or any other proper Officer of the Club thereunto authorized by the Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these Bylaws to some other Officer or agent of the Club, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Directors from time to time.

7. Section Reserved.

8. SECRETARY.

The Secretary shall keep the minutes of the Directors' and Members' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the club records and of the seal of the Club and keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director, and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Directors.

In the absence of the President or in the event of the President's death, inability or refusal to act, the Secretary shall 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.

9. TREASURER.

The Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Directors shall determine. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Club; receive and give receipts for moneys due and payable to the Club from any source whatsoever, and deposit all such moneys in the name of the Club in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or by the Directors.

The Treasurer will prepare and present a written report of the Clubs financial transactions at each regular meeting; and will archive all such reports in a book or books provided for that purpose. These monthly reports will be available for member inspection and copies provided to all sitting Directors.

10. DUTIES OF DIRECTORS.

Club officers in order of rank are listed above.

<p>President (1)</p> <ul style="list-style-type: none"> <input type="checkbox"/> Set location, time and preside over Club meetings and Board of Director meetings <input type="checkbox"/> Work with officers to set meeting agendas <input type="checkbox"/> Sign all legal documents and items external to the club (e.g., taxes, insurance) <input type="checkbox"/> Has signatory authority in the absence of the Treasurer <input type="checkbox"/> Maintain club insurance and equipment
<p>Secretary (2)</p> <ul style="list-style-type: none"> <input type="checkbox"/> Record and distribute minutes of Club meetings, and Board of Director meetings <input type="checkbox"/> Hold and maintain/<i>update</i> club Bylaws as needed <input type="checkbox"/> Carry out correspondence (letters) as directed by the Board
<p>Treasurer (3)</p> <ul style="list-style-type: none"> <input type="checkbox"/> Make financial deposits and disbursements, as coordinated with the President <input type="checkbox"/> Keep accurate record of receipts and expenditures <input type="checkbox"/> Prepare written report and present at each Club meeting <input type="checkbox"/> Carry out annual State filings as needed, and prepare an Annual financial report.
<p>Communications (4)</p> <ul style="list-style-type: none"> <input type="checkbox"/> Communicate information to all members directly, at least monthly (e.g., email) <input type="checkbox"/> <i>Maintain member database, provide hardcopy updates to members</i> <input type="checkbox"/> <i>Maintain annual calendar of all club events & activities, identify & resolve schedule conflicts</i>
<p>Membership Coordinator (5)</p> <ul style="list-style-type: none"> <input type="checkbox"/> <i>Publicize club locally; devise and implement strategies for securing new members</i> <input type="checkbox"/> Solicit & collect annual dues in December by check or money order & remit to Treasurer <input type="checkbox"/> Process new member applications <i>including follow-up with prospective new members</i>
<p>Drive Coordinator (6)</p> <ul style="list-style-type: none"> <input type="checkbox"/> <i>Identify and Establish group driving events; acquire event leaders</i> <input type="checkbox"/> Work with event leaders leading up to events to ensure as-scheduled, smooth events <input type="checkbox"/> Coordinate dates and location of periodic Technical Days
<p>Activities Coordinator (7)</p> <ul style="list-style-type: none"> <input type="checkbox"/> Establish club activities (picnics, parties, tours, parades, shows, <i>membership meeting special topics and activities</i>, and other club activities) <input type="checkbox"/> Solicit <i>and distribute</i> event information with other Miata clubs; <i>maintain external contact list</i> <input type="checkbox"/> <i>Acquire and distribute Mazda "corporate" merchandise for club meetings and events.</i>
<p>Webmaster (8)</p> <ul style="list-style-type: none"> <input type="checkbox"/> Acquire content from other officers <input type="checkbox"/> Ensure web site content is kept current, protected from intruders, restricted to members (portions designated for members-only), <i>easily located by internet search for 'Miata club Knoxville TN.'</i> <input type="checkbox"/> The website will serve as an archive of memorabilia, pictures, newsletters, etc.
<p>Storekeeper (9)</p> <ul style="list-style-type: none"> <input type="checkbox"/> Identify and acquire club apparel, name tags, stickers, signs, etc. <input type="checkbox"/> <i>Take orders, collect money and deposit with Treasurer, distribute merchandise</i> <input type="checkbox"/> <i>Distribute "new member" packets</i>
<p>Immediate Past – President (10)</p> <ul style="list-style-type: none"> <input type="checkbox"/> Remain on the Board for 1 year upon the election of the next President <input type="checkbox"/> Provide continuity from previous Board and advice to current Board <input type="checkbox"/> <i>Fill un-expired term of the President, if the President is unable to fulfill the term</i>

ARTICLE VII - GENERAL STANDARDS OF CONDUCT

1. STANDARDS OF CONDUCT FOR DIRECTORS AND OFFICERS.

A Director or Officer shall discharge his or her duties as a Director or Officer, including his or her duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the best interest of the Club. The Director or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (1) One or more Officers of the Club whom the Director reasonably believes to be reliable and competent in the matters presented,
- (2) Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence, or
- (3) A committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

2. CONFLICT OF INTEREST TRANSACTION.

(a) Conflict of Interest Transaction. A conflict of interest transaction is not voidable by the Club solely because of a Director's or Officer's interest in the transaction. A conflict would not exist if the material facts of the transaction and the Director's or Officer's interest were disclosed or known to the Board of Directors or committee of the Board of Directors and the Board or committee authorized, approved, or ratified the transaction.

(b) Indirect Interest. A Director or Officer of the Club has an indirect interest in the transaction if, but not only if, another entity in which the Director or Officer has a material financial interest in is a party to the transaction; another entity in which the Director or Officer is a general partner is a party to the transaction; or another entity of which the Director or Officer is a governor, director, manager, officer, or trustee is a party to the transaction. All such interest should be disclosed to and considered by the Board of Directors.

(c) Authorization, Approval, and Ratification Under Subsection (a). A conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Board of Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified by a single Director.

3. LOANS TO DIRECTORS AND OFFICERS.

The Club may not lend money to or guarantee the obligation of a Director or Officer of the Club.

4. LIABILITY FOR UNLAWFUL DISTRIBUTIONS.

(a) Director Liability. A Director who votes for or assents to a distribution made in violation of the Act or the Charter is personally liable to the Club for the amount of the distribution that exceeds what could have been distributed without violating such section or the Charter if it is established that the Director did not perform such Director's duties in compliance with these bylaws. In any proceeding commenced under this section, a Director has all of the defenses ordinarily available to a Director.

(b) Contribution. A Director held liable under subsection (a) for an unlawful distribution is entitled to contribution from every other Director who could be held liable under subsection (a) for the unlawful distribution and from each person who received an unlawful distribution for the amount of the distribution, whether or not the person receiving the distribution knew it was made in violation of the Act or the Charter.

ARTICLE VIII - CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. CONTRACTS.

The Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Club, and such authority may be general or confined to specific instances.

2. LOANS.

No loans shall be contracted on behalf of the Club and no evidences of indebtedness shall be issued in its name.

3. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed by the Treasurer, or the President in the absence of the Treasurer; and

(a) The Treasurer will distribute Club assets only with approval of the Board.

(b) The President may distribute funds for minor expenses up to \$50 and receive reimbursement upon ratification by the Board.

(c) The Board of Directors may authorize expenditures of Club funds up to \$500. Expenditures exceeding this limit must be approved by the general membership by Quorum vote.

4. DEPOSITS.

All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such financial institution(s) as the Board shall designate.

ARTICLE IX - FISCAL YEAR

The fiscal year of the club shall begin on the 1st day of January of each year.

ARTICLE X - SEAL

The Directors may, at their election, provide for a corporate seal which, if provided, shall be circular in form and shall have inscribed therein the name of the Club, the state of incorporation, the year of incorporation and the words, "Corporate Seal". It may be embossed, rubber stamped or computer generated.

ARTICLE XI - AMENDMENT BY MEMBERS

Bylaw Approval Approval of these bylaws occurred in February 2009 as documented by the Consent to Action letter on-file with the Club Secretary.

Changes to the Charter or By-laws The Club's Members may amend or repeal the Club's Charter or Bylaws at any regular meeting, provided that any intended changes are announced at the preceding meeting. Upon such announcement, a written copy of the proposed changes shall be distributed to each member no less than fourteen days prior to the meeting at which the vote will be made.

An amendment to either the Charter or the Bylaws shall be approved by two-thirds (2/3) of the Quorum or a majority of the club's voting power, whichever is less. An amendment to the Charter must be evidenced by Articles of Amendment to the Charter pursuant to TCA § 48-60-105 which must be filed with the Tennessee Secretary of State. TCA § 48-60-102 and 202.

Any and all amendments so approved shall be maintained as an attachment to the existing by-laws at all times and shall reflect the date and location of the change and the signature of the Secretary.

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Date and Location of Approval _____

Secretary Signature _____

Date of Secretary Signature _____

Amendment 1, June 29, 2009 General Mtg., replaced Article VI Sec.10 - Duties of Directors, italics denote change