

**BYLAWS**  
**OF**  
**OCOEE REGION MULTICULTURAL SERVICES**  
(A Tennessee Nonprofit Corporation)

The Bylaws of Ocoee Region Multicultural Services, a Tennessee Nonprofit Corporation, are adopted in accordance with the Charter of Ocoee Region Multicultural Services.

**ARTICLE I**  
**DEFINITIONS, PURPOSES AND POWERS**

**Section 1.1. Definitions.** The terms set forth below shall have the following meanings unless otherwise required by the context in which they may be used.

**Act.** The term the "Act" shall mean the Tennessee Nonprofit Corporation Act at Tennessee Code Annotated Section 48-51-101 *et seq.*

**Board.** The term "Board" shall mean the Board of Directors of the Corporation.

**Board Committee.** The term "Board Committee" shall mean a body whose members are appointed by the Board upon recommendation of the President and which may be authorized to exercise a designated portion of the authority of the Board when the Board is not in session.

**Bylaws.** The term "Bylaws" shall mean the Bylaws of the Corporation except where reference is specifically made to the bylaws of another entity or unit.

**Charter.** The term "Charter" shall mean the Charter of the Corporation filed with the Secretary of the State of Tennessee, effective on the 11<sup>th</sup> day of Dec., 2007 and any amendments thereto.

**Corporation.** The term "Corporation" shall mean Ocoee Region Multicultural Services, a Tennessee Nonprofit corporation.

**Director.** The term "Director" shall mean an individual who is a Director of the Corporation as described in Article IV.

**Majority.** The term "Majority" shall mean at least fifty-one percent (51%) of the applicable total number.

**Officer.** The term "Officer" shall mean one or more of the positions as provided in Article

**President.** The term "President" shall mean the President of the Board as set forth in

Article V.

**State.** The term "State" shall mean the state of incorporation of the Corporation unless otherwise specifically indicated.

**Section 1.2. Statement of purpose.** The Purposes of the Corporation shall be:

A. To own, operate and maintain, exclusively for charitable, scientific, religious and/or education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any applicable future United States Internal Revenue Code (hereafter the "Code") and the regulations thereunder an organization to promote community awareness and acceptance of diversity among its citizens through a harmonious, safe and healthy environment; provided, that any such activity shall also conform to any applicable restrictions or limitations set forth in the Corporation's Charter or to any corporation contributions to which are deductible under Section 170(c)(2) of the Code and the final regulations thereunder.

B. To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes; and;

C. To engage in any lawful act or activity for which a Nonprofit corporation may be organized under the laws of Tennessee and that is consistent with Section 501(c)(3) of the Code.

**Section 1.3. Powers.** Except as limited by the Charter or these Bylaws, the Corporation shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be granted by the Tennessee Nonprofit Corporation Act, provided, however, that such powers or the exercise thereof is not inconsistent with the Corporation's exclusively charitable, scientific, religious, and educational purposes, nor with the requirements of Section 501(c)(3) and Section 509(a) of the Code.

## ARTICLE II OFFICES

The Corporation shall have and continuously maintain in the State a registered office and registered agent. The registered agent and address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE III MEMBERSHIP

**Section 3.1 Membership.** The Corporation shall have members. The requirements for membership in the Corporation shall be specified by resolution of the Board of Directors. The members shall have the rights specified in the Articles of Incorporation, in these Bylaws, or such other rights as

may be required by applicable law.

**Section 3.2 Annual Meeting.** The Annual Meeting will be held each year at such place and time as may be designated by the President.

**Section 3.3 Notice.** Written notice stating the place, day, and hour of the annual meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, or, in the case of a removal of one or more directors, not less than twenty (20) nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member of the Corporation entitled to vote at such meeting.

**Section 3.4 Quorum.** A quorum for the conduct of business at any meeting of members shall be ten (10) members who are entitled to vote.

**Section 3.5 Voting.** Only those members that have paid their dues during the twelve month period prior to an election shall be entitled to vote. Each member with voting privileges is entitled to one vote.

## **ARTICLE IV BOARD OF DIRECTORS**

**Section 4.1 General Powers.** All of the business and affairs of the Corporation shall be managed by the Board of Directors in a manner consistent with these Bylaws and other applicable law. The Board shall make appropriate delegations of authority to the Officers and, to the extent permitted by law, by appropriate resolution, the Board may authorize one or more Board Committees to act on its behalf when it is not in session.

**Section 4.2. Number.** The number of Directors of the Corporation shall be not less than three (3). The number of Directors may be increased or decreased from time to time by the Board of Directors by majority vote of the Board of Directors to amend the bylaws, but no decrease shall have the effect of shortening the term of an incumbent director or reducing the number of Directors below three (3). The initial number of directors shall be thirteen (13).

**Section 4.3. Tenure and Qualifications.** At its annual meeting, the Members of the Corporation shall elect individuals to serve on the Board of Directors. The term of office of any director, other than an ex-officio director, shall be for one year. Each director shall take office at the beginning of his or her term, and shall hold office until his or her term shall have expired or until his or her earlier resignation, removal from office, or death. Directors shall be natural persons who have attained the age of twenty-one (21) years, but need not be residents of the State of Tennessee.

**Section 4.4. Regular Meetings.** An Annual Meeting of the Board and membership shall be held each year for the purpose of electing Officers and for the transaction of such other business as may come before the meeting, The Board shall have regular meetings consistent with the needs of the Corporation. Regular meetings of the Board shall be held at least two (2) times per year including

the Annual Meeting. The Board may by resolution prescribe the time and place for the holding of regular meetings and may provide that the adoption of such resolution shall constitute notice of such regular meeting. If the Board does not prescribe the time and place for the holding of regular meetings, such regular meetings shall be held at the time and place specified by the President in the notice of such regular meetings.

**Section 4.5. Special Meetings.** Special meetings of the Board may be called by or at the direction of the President or the written request of a majority of the Directors of the Board, such meetings to be held at such time and place as shall be designated in the notice thereof.

**Section 4.6. Notice.** Except as otherwise provided herein, notice of the time and place of any meeting of the Board shall be delivered either personally, by facsimile transmission, email or by mail not less than ten (10) days or more than sixty (60) days prior thereto. In the case of a special meeting, notice shall include the general nature of the business to be considered. Any Director of the Board may waive notice of any meeting. The attendance of a Director of the Board at any meeting shall constitute a waiver of notice of such meeting except where a Director of the Board attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at his address as it appears on the records of the Corporation, with postage thereon prepaid.

**Section 4.7. Quorum.** At least one-third of the Directors of the Board, which shall include at least two (2) officers including the President or Vice President, shall constitute a quorum for the transaction of business at any meeting of the Board, unless otherwise specifically provided by law, the Charter or these Bylaws. Attendance shall be either in person or by telephonic connection whereby the distant Director(s) and those Directors present in person aft hear and may speak to and be heard on the matters at such meeting. One third of the Directors of the Board present may adjourn the meeting from time to time without further notice, until a quorum shall be present.

**Section 4.8. Manner of Acting.**

- (a) Action at a Meeting of the Board. The vote of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, the Charter or these Bylaws.
- (b) Action Without a Meeting. No action of the Board shall be valid unless taken at a meeting at which a quorum is present, except that any action may be taken without a meeting if consent in writing (setting forth the action so taken) shall be signed by all Directors of the Board.

**Section 4.9. Resignations and Removal.** Any Director of the Board may resign from the Board at any time by giving written notice to the President or the Secretary and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director of the Board may be removed from office at any time with or without cause by the vote of two-thirds (2/3) of the Directors then in office.

**Section 4.10. Vacancies.** Any vacancy occurring in the Directorship of the Board, or any Directorship thereon to be filled by reason of an increase in the number of Directors of the Board, shall be filled by the Board of Directors. Such Director will serve until the next Annual Meeting and will either be elected by the membership to continue in his or her role, or will be replaced by a new Director, according to the will of the membership.

**Section 4.12. Compensation.** Directors of the Board, as such, shall not receive any compensation for their services, but, by resolution of the Board, a reasonable amount may be allowed as reimbursement of actual expenses incurred in attending to their authorized duties; provided, however, that, subject to the provisions herein concerning the duality of interest, nothing herein contained shall be construed to preclude any Director of the Board from serving the Corporation in any other capacity and receiving the appropriate compensation therefor.

**Section 4.13. Procedure.** The Board may adopt its own rules of procedure, which shall not be inconsistent with the Charter, these Bylaws or applicable law. In the absence of the Board adopting its own special rules of procedure as provided for herein, Robert's Rules of Order shall serve as the rules of procedure to be followed.

## **ARTICLE V BOARD AND CORPORATE OFFICERS**

**Section 5.1. Officers.** The elected Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer all of whom must be Directors of the Board. The duties of certain Officers are set forth herein. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office, the duties of the office shall be delegated by the Board of Directors to another Officer of the Corporation until the appointment of a successor has been made.

**Section 5.2. Election, Appointment and Tenure.** All elected Officers shall be elected each year by the Board at its Annual Meeting for terms of one (1) year, and until their successors have been duly appointed or until their death, resignation or removal. Officers' terms shall commence immediately upon election or appointment.

**Section 5.3. Resignation and Removal.** Any Officer may resign at any time by giving written notice to the President, or to the Secretary, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5.4. Vacancies.** A vacancy in any elected office may be filled by the Board. In the case of an elected office, the vacancy shall be filled for the unexpired term.

**Section 5.3. President.** The President of the Board shall preside at all meetings of the Board of Directors and shall exercise and perform such other powers and duties as may from time to time be assigned to him/her by the Board of Directors or these Bylaws or as are incident to the office of President.

**Section 5.6. Vice-President.** The Vice President shall perform such duties as may be assigned by the Board or the President.

**Section 5.7. Treasurer.** The Treasurer shall, subject to the direction of the President, have charge and custody and be responsible for all funds and securities of the Corporation; to deposit the same in any bank or banks as the Board of Directors may designate and shall keep regular full and accurate accounts of all receipts and disbursements, and such other duties as from time to time may be assigned to the Treasurer by the President, the Board or the Bylaws. In fulfillment of the duties of the Treasurer, the Treasurer shall be familiar with the fiscal affairs of the Corporation and keep the Board informed thereof. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with surety as the Board shall determine.

**Section 5.8. Secretary.** The Secretary shall, subject to the direction of the President, cause to be kept a record of the meetings of the Board and all board Committees in one or more books provided for that purpose; assure that all notices are given in accordance with the provisions of these Bylaws and as required by law; be custodian of the seal of the Corporation; shall countersign, when required, all authorized bonds, contracts, deeds, mortgages, leases, or other legal instrument; 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 the Secretary by the President, the Board or as designated in these Bylaws.

**Section 5.9. Bonds of Officers.** The Board may secure the fidelity of any or all of such Officers by bond or otherwise, in such terms and with such surety or sureties, conditions, penalties, or securities as shall be required by the Board. The premium or premiums for such bond or bonds shall be paid out of the funds of the Corporation.

**Section 5.10. Delegation.** The Board may delegate temporarily the powers and duties of any Officer, in case of such Officer's absence or for any other reason, to any other Officer, and may authorize the delegation by any Officer of any such Officer's powers and duties to any agent or employee subject to the general supervision of the Officer.

## **ARTICLE VI COMMITTEES**

**Section 6.1. Standing Committees.** The following standing committees shall be elected at the Annual Meeting of the Board of Directors:

(a) **Executive Committee.** An Executive Committee, which shall consist of the President, the Vice President, the Secretary and the Treasurer of the Corporation shall have the power, between the meetings of the Board of Directors, to exercise on behalf of the Corporation all powers of the Board of Directors to the extent permitted by law and shall approve any extraordinary expenditure of funds, subject to Board ratification. All actions taken by the Executive Committee shall be reported to the Board of Directors.

Meetings of the Executive Committee may be called by the President or shall be called by the

Secretary upon request of the President or upon the request of any two (2) other members of the Executive Committee.

A notice of each meeting of the Executive Committee shall be given to the members thereof not less than forty-eight (48) hours prior to the meeting and such notice shall specify the place, day and hour of the meeting and the nature of the business to be transacted.

The Secretary of the Corporation or person designated by the President shall be responsible for the recording of the minutes at all duly called meetings of the Executive Committee.

A Quorum of the Executive Committee for the transaction of business shall consist of a simple majority of the Executive Committee.

**(b) Special Committees, Task Forces, and Councils.** The President, with the approval of the Board of Directors or the Executive Committee, may from time to time appoint such other standing committees as may be deemed desirable.

**(c) President as Member.** The President shall automatically be a member of any committee, task force or council created.

## **ARTICLE VII MISCELLANEOUS (The Business of the Board)**

### **Section 7.1. Reserved.**

**Section 7.2. Contracts.** The Board may authorize any Officer or agent of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 7.3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such a determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President.

**Section 7.4. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in one or more such banks, trust companies or other depositories as the Board may from time to time designate, upon such terms and conditions as shall be fixed by the Board. The Board may from time to time authorize the opening and keeping, with any such depositor as it may designate, or general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

**Section 7.5. Gifts.** The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of the Corporation.

**Section 7.6. Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep record of the actions of the Corporation, which records shall be open to inspection by members of the Board at any reasonable time.

**Section 7.7. Annual Fiscal Report.** The President shall cause an Annual Fiscal report to be submitted for approval to the Board no later than one hundred twenty (120) days after the close of each fiscal year of the Corporation.

**Section 7.8. Fiscal Year; Accounting Election.** The fiscal year of and method of accounting for the Corporation shall be as the Board of Directors determines.

**Section 7.9. Seal.** The corporate seal of the Corporation shall be [INSERT SEAL LANGUAGE HERE].

**Section 7.10. Loans to Members of the Board, and Officers Prohibited.** No loans shall be made by the Corporation to Directors of the Board, or Officers.

**Section 7.11. Indemnification.**

**(a) Indemnification.** Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, agent, or trustee of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, shall be indemnified and held harmless to the fullest extent permissible under and pursuant to the Act against all expenses, liabilities and losses (including, but not limited to counsel fees, judgments, fines and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any lawful manner by such person. Such right of indemnification shall not be exclusive of any other right which such person may have or hereafter acquire and, without limiting the generality of the foregoing, he shall be entitled to his rights of indemnification under any agreement, provision of law, or otherwise, as well as his rights under this Section.

**(b) Insurance.** The Board of Directors may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent, or trustee of another corporation, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against such person and incurred in any capacity or arising out of such status, whether or not the Corporation would have power to indemnify such person.

**(c) Expenses.** Expenses incurred by a Director or Officer of the Corporation in defending a civil or criminal action, suit or proceeding by reason of the fact that he is, or was, a Director or Officer of the Corporation (or was serving at the Corporation's request as a director, officer,

employee, agent, or trustee of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise) shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding if:

(a) the Director or Officer furnishes the Corporation a written affirmation of his good faith belief that he has met the standard of conduct described in Section 48-58-502 of the Act or is immune from suit under the provisions of Section 48-58-601 of the Act;

(b) the Director or Officer furnishes the Corporation a written undertaking, executed personally or on his behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification; and

(c) a determination is made that the facts then known to those making the determination would not preclude indemnification under the Act.

**(d) Severability.** If any provision of this article or the application thereof to any person or circumstance is adjudicated invalid, such invalidity shall not affect other provisions or application of this article which lawfully can be given without the invalid provision or application.

**(e) Continuation of Benefit.** The indemnification and advance payments provided for or permitted herein shall inure to the heirs, executors, and administrator of the indemnities identified herein.

**Section 7.12. Revocability of Authorizations.** No authorization, assignment, referral or delegation of authority by the Board to any committee, Officer, agent or other official of the Corporation, or any other organization which is associated or affiliated with, or conducted under the auspices of the Corporation shall preclude the Board from exercising the authority required to meet its responsibility. The Board shall retain the right to rescind any authorization, assignment, referral or delegation in its sole discretion.

**Section 7.13. Employees of the Corporation.** The Board may authorize the Corporation to employ such personnel as it deems necessary or desirable for the efficient operation of the Corporation.

**Section 7.14. Duality of Interests.** Any contract or other transaction between the Corporation and one or more of the member of the Board, Officers, or employees of the Corporation ("Employees"), or between the Corporation and any other corporation, firm, association or other entity in which one or more of the members of the Board, Officers, or Employees are members of the board, trustees or officers or have a significant financial, or influential interest, shall be authorized or entered into by the Corporation only after all of the following conditions are met:

A. The relevant and material facts as to such member of the Board's, Officer's or Employee's interest in such contract or transaction and as to any common directorship, officership or financial or influential interest were disclosed in good faith in advance by such member of the Board, Officer or Employee to the Board, and such facts are reflected in the minutes of the Board meeting; and

B. The relevant and material facts, if any, known to such interested member of the Board, Officer or Employee with respect to such contract or transaction which might reasonably be construed to be adverse to the Corporation's interest were disclosed in good faith in advance by such member of the Board, Officer or Employee, to the Board, and

such facts are reflected in the minutes of the Board Meeting; and

C. Such interested member of the Board, Officer or Employee, has, as determined by the judgment of the Board; (i) made the disclosures and fully responded to questions concerning the matters referred to in (A) and (3) above; (ii) fully met the burden of proof that the contract or transaction is fair and reasonable to the Corporation at the time such contract or transaction is authorized; and (iii) not otherwise significantly influenced the action of the Board or Board with respect to the contract or transaction; and all such determinations by the Board are reflected in the minutes of the Board Meeting; and

D. The Board authorized such contract or transaction by a vote of at least two-thirds (2/3) of the members present at a meeting at which a quorum was present, and such interested member of the Board, Officer or Employee who may be counted in determining the presence of a quorum, was not counted in determining the two-thirds (2/3) vote; and

E. Such interested member of the Board, Officer or Employee was not present at such time as the vote was taken.

The Board may adopt duality of interest policies for the Corporation including, without limitations, requirements and procedures with respect to:

- (1) regular annual statements and periodic supplements thereto by members of the Board, Officers, professional advisors, key Employees, and other officials of the Corporation, disclosing any existing and potential dualities of interest;
- (2) limitations on permitted external positions and interests; and
- (3) corrective action with respect to transgressions of such policies.

**Section 7.15. Rules.** The Board may adopt, amend or repeal rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its Officers, agents and employees.

**Section 7.16. Vote by Presiding Officer.** The person acting as presiding officer at any meeting held pursuant to these Bylaws shall, if a voting member thereof, be entitled to vote on the same basis as if not acting as presiding officer.

**Section 7.17. Gender and Number.** Whenever the context requires; the gender of all words used herein shall include the masculine, feminine and neuter, and the number of all words shall include the singular and plural thereof.

**Section 7.18. Articles and Other Headings.** The Article and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

**ARTICLE VIII**  
**AMENDMENTS TO BYLAWS**

The power to make, alter, amend or repeal the Bylaws shall be vested solely in the Board of the Corporation.

The above Bylaws are hereby approved on this day, the  
\_\_\_\_ December, 2011, by resolution and consent of a  
majority of the Board of Directors.

---

Christian Hoferle, President

---

Secretary