

AMENDED AND RESTATED BYLAWS
OF
ROY BAILEY AFRICAN-AMERICAN MUSEUM AND HISTORY CENTER
COMMISSION

(a Tennessee Nonprofit Corporation)

Roy Bailey African-American Museum and History Center Commission (hereinafter referred to as the “Corporation”) hereby adopts these Amended and Restated Bylaws, which restate, amend and supersede all prior Bylaws of the Corporation in their entirety as described below:

ARTICLE I.

NAME AND OFFICE

1.01. NAME: The true name of the Corporation is Roy Bailey African-American Museum and History Center Commission, but it shall also transact business under the assumed name of Wilson County Black History Committee.

1.02. OFFICE: The principal office of this Corporation shall be located at 629 C. L. Manier St., Lebanon, TN 37087-3736 or such other address as the Directors may deem appropriate.

ARTICLE II.

PURPOSE

2.01. PURPOSE: The Corporation is formed for the following purposes:

(A) To collect, organize, process and preserve the history of African-Americans in Wilson County, Tennessee in any format that the Directors may deem appropriate, which may include negotiating to obtain historical documents and other items for historical preservation as well as performing any other duties in connection with the Corporation’s objectives to achieve the purpose of its creation;

(B) To promote awareness of the many contributions of the African American citizens of Wilson County, Tennessee by documenting their presence and chronicling their many accomplishments and notable contributions to the overall development of Wilson County, which dissemination of such information will be accomplished through various means, including workshops, seminars, displays and speaking engagements.

(C) The establishment of an African-American cultural museum as an educational site to commemorate the many contributions of African-Americans in Wilson County, Tennessee, pay tribute to these individuals and be a forum for the education of the

general public regarding the history of African-Americans with an emphasis on the accomplishments of African-Americans in Wilson County, Tennessee.

(D) To establish and maintain an office, a website, and such other facilities as are required to effect the purposes of the Corporation, to develop such rules, regulations, policies and programs as the Directors may deem appropriate, and to engage in any lawful act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

(E) To accept, receive, hold, invest, reinvest and administer gifts, legacies, bequests, devices, funds, benefits of trust (but not to act as trustee of any trust) and property of any sort or nature, and to use, apply, employ, expend, disburse and/or donate the income and/or the principal thereof, and/or to devote the same to exclusively charitable and educational purposes within the meaning of [Section 501\(c\)\(3\) of the U.S. Internal Revenue Code of 1986](#), as amended.

(F) To engage in any other lawful act or activity for which corporations may be formed under the Tennessee Nonprofit Corporation Act, §§ 48-51-101 *et seq.* (hereinafter referred to as the “Act”), all to the extent consistent with the charitable, religious and educational purposes described in [Section 501\(c\)\(3\) of the U.S. Internal Revenue Code of 1986](#), as amended, and the regulations promulgated thereunder.

(G) The Corporation shall have all powers now or hereafter granted by law, and all powers necessary or required to carry out its purposes, either alone or in cooperation with others, subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation’s Charter or Bylaws.

(H) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office (except to the extent authorized in [Section 501\(h\) of the U.S. Internal Revenue Code of 1986](#), as amended).

(I) Notwithstanding any other provisions of the Charter of Corporation (1) the Corporation is organized exclusively for one or more of the charitable and educational purposes as specified in [Section 501\(c\)\(3\) of the U.S. Internal Revenue Code of 1986](#), as amended, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under [Section 501\(c\)\(3\) of the U.S. Internal Revenue Code of 1986](#), as amended, any applicable regulations promulgated thereunder, or corresponding provisions of any future United States Internal Revenue Law, and (2) the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under [Section 501\(c\)\(3\) of the U.S. Internal Revenue Code of 1986](#) (or the corresponding provision of any future

United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under [Section 170\(c\)\(2\) of the U.S. Internal Revenue Code of 1986](#) (or the corresponding provision of any future United States Internal Revenue Law), and (3) this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE III.

DIRECTORS

3.01. NUMBER & QUALIFICATIONS: The Corporation shall be governed by a Board of Directors of not less than three (3) or such other odd number that is greater than three (3), but not more than nine (9) persons.

3.02. APPOINTMENT & ELECTION & TERM: The Directors shall be appointed by the Chairman, and thereafter shall be appointed by the majority of existing Directors upon the nomination of the Chairman. Said appointments shall be made at a meeting of the Board of Directors. Directors shall serve a term of two years, and shall be eligible to succeed themselves in consecutive terms. The terms of the Directors shall be established so that their terms expire in different years. Directors are eligible for re-election.

3.03. RESPONSIBILITIES, LIABILITY AND INDEMNITY: The Directors shall be trustees of the Corporation and its assets, both real and personal, and shall fulfill functions and duties ascribed them by all applicable laws. In addition, they shall advise the Chairman and President in matters of the operation of the Corporation. Directors shall incur no personal liability from the actions of the Corporation to the extent provided by the Act and shall be entitled to indemnification to the extent provided by the Act and the Charter, including, but not limited to, the indemnity provided to directors for any action taken, or any failure to take any action, as a director under Tenn. Code Ann. § 48-52-106, Tenn. Code Ann. § 48-58-502 and Tenn. Code Ann. § 48-58-503.

3.04. RESIGNATION OR REMOVAL: Any Director may resign at any time by giving prior written notice of such resignation to the Board of Directors. Furthermore, Directors may be removed from the Board of Directors by resignation. Vacancies on the Board of Directors will be filled by a majority of the remaining Board of Directors. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

3.05. ANNUAL MEETINGS: The Board of Directors shall meet annually in a location specified by the Chairman, who shall, in the case of regular meetings, give written or oral notice of the time and location of the meeting to all Directors at least 30 days before the meeting. The Corporation shall reserve the right to reimburse all Directors for all reasonable travel expenses incurred in attending the meetings, and shall so stipulate the decision for said reimbursements in a resolution passed at the meeting being considered for reimbursement. Said reimbursements

shall be subject to the Corporation's official reimbursement plan in force at the time of the transaction. A simple majority shall constitute a quorum sufficient to conduct business.

3.06. SPECIAL MEETINGS: Special meetings may be called as needed by the Chairman and/or a majority of the Directors. Oral or written notice of the meeting, the time, and place shall be presented to each director in person at least seven (7) before a special meeting of the Directors unless the Chairman or a majority of the Directors deem it to be an emergency.

3.07. WAIVER OF NOTICE: Attendance of a Director at any meeting of the Board of Directors constitutes a waiver of notice of such meeting except where Director attends a meeting for the purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Whenever any notice is required to be given under the Act or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice whether before or after the time stated is such waiver, will be deemed equivalent to the giving of such notice.

3.08. QUORUM: All meetings of the Board of Directors shall have a majority of directors necessary to constitute a quorum and the act of the majority of Directors present at any meeting in which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided under the Act or these Bylaws. At all meetings of the Board of Directors, each Director present shall have one vote.

3.09. ACTION BY CONSENT: Any action under the Act or these Bylaws, or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting by a consent in writing, setting forth the action so taken, signed by all the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Corporation.

3.10. COMMITTEES: The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may from time to time designate from among the Directors or any other individuals such committees as the Board of Directors deem desirable with such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board of Directors.

ARTICLE IV.

MEMBERSHIP

4.01. The Corporation shall have no members.

ARTICLE V.

CORPORATE OFFICERS

5.01. NUMBER: The officers of the Corporation shall be the President, Secretary, Treasurer, and such other officers with such powers and duties as may be determined by the Board of Directors. Any two (2) offices may be held by the same person at any time, except the offices of President and Secretary must be held by two (2) separate persons.

5.02. PRESIDENT: The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

5.04. VICE PRESIDENT: The Vice President will be the Chief Operating Officer of this Corporation and will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

5.05. SECRETARY: The Secretary will keep minutes of all the meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these Bylaws, and generally will perform all duties incident to the office of Secretary and such other duties as may be required under the Act or these Bylaws, or which may be assigned from time to time by the Board of Directors.

5.06. TREASURER: The Treasurer will have charge and custody of all funds of the Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accountings to the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required under the Act or the Bylaws, or which may be assigned from time to time by the Board of Directors.

5.07. RESIGNATION OF ANY OFFICERS: Any Officer elected or appointed to office may resign at any time via writing sent to the President of the Corporation or if the Officer resigning is the President, to the Chairman of the Board of Directors of the Corporation.

5.08. REMOVAL OF OFFICERS: Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers whenever in their judgment the best interest of the Corporation will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

5.09. COMPENSATION OF OFFICERS: Compensation of all Officers of the Corporation, if any, shall be fixed by the Board of Directors.

ARTICLE VI.

FISCAL YEAR

6.01. FISCAL YEAR: The Fiscal Year of the Corporation shall commence on July 1 of each year and end on June 30.

ARTICLE VII.

MISCELLANEOUS

7.01. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS: No Director, trustee, Officers or employee of or member of a committee of or person connected with the Corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

7.02. CONTRACTS WITH DIRECTORS: To the extent compliant with the Act, any Director, personally and individually, may be a party to or may be interested in any contract or transaction of this Corporation, and no Director shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Directors, and provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote (not counting the vote of any such Director) of a majority of a quorum, notwithstanding the presence of any such Director at the meeting at which such action is taken. Such Director or Directors shall not be counted in determining the presence of a quorum at such meeting. This Section 7.02 shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

7.03. EMAIL NOTICE: Any notice required by these Bylaws to be given to a Director may be given by email to a Director at the email address for notice written below their name on the signature page hereto.

ARTICLE VIII.

AMENDMENTS

8.01. AMENDMENTS BY DIRECTORS: The Directors shall have the power to make, alter, amend and repeal the Charter or Bylaws of the Corporation by affirmative vote of the majority of the Board of Directors of any annual or specially called meeting for the purpose of amending the Charter or Bylaws. Written notice of any meeting where the Charter or the Bylaws are to be amended shall be given to each member of the Board of Directors by certified or registered mail by (30) days before the meeting.

ACTIONS TAKEN BY WRITTEN CONSENT OF THE DIRECTORS

OF

**ROY BAILEY AFRICAN-AMERICAN MUSEUM AND HISTORY CENTER
COMMISSION**

Pursuant to T.C.A. § 48-58-202, in lieu of a meeting of the Directors of **ROY BAILEY AFRICAN-AMERICAN MUSEUM AND HISTORY CENTER COMMISSION**, a Tennessee Nonprofit Corporation (the "Corporation"), the Directors hereby unanimously consent to taking action without a meeting, by written consent, and hereby take the following actions:

Pursuant to T.C.A. § 48-60-201, the following Resolution is hereby adopted by unanimous vote of the Directors:

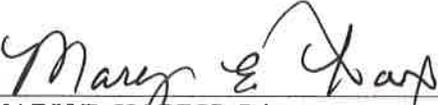
Approval of Amended and Restated Bylaws of the Corporation

RESOLVED: That the Directors hereby consent to, approve, and adopt the Amended and Restated Bylaws of the Corporation attached hereto as **Exhibit A** (hereinafter referred to as the "Amended and Restated Bylaws") and desire that the Amended and Restated Bylaws restate, amend and supersede all prior Bylaws of the Corporation in their entirety;

The undersigned, being all the Directors of the Corporation, by signing this consent, waive all notice of the date, time and place of the meeting of the Directors and consent to the transaction of the business of said meeting by written consent of the said Directors in lieu of such meeting. This written consent shall be included in the minute book of the Corporation.

Dated this 9th day of September, 2017

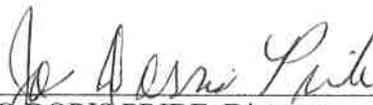
APPROVED AND CONSENTED TO:



MARY E. HARRIS, Director



ANNIE WATKINS, Director



JO/DORIS PRIDE, Director

Exhibit A

Amended and Restated Bylaws

CERTIFICATE

We, the undersigned being all of the Directors of the Corporation, do hereby ratify and adopt the foregoing Amended and Restated Bylaws as the Bylaws for the regulation of the affairs of the Corporation.

Dated this 9th day of September, 2017.

Mary E Harris

MARY E. HARRIS, Director, Chairman and President

Email address for notice: mookie60@NET2ERD.NET

Annie Watkins

ANNIE WATKINS, Director and Treasurer

Email address for notice: n/a PRH 09/09/17

Jo Doris Pride

JO DORIS PRIDE, Director and Secretary

Email address for notice: n/a PRH 09/09/17