

**BYLAWS
OF
TENNESSEE COLLEAGUE ASSISTANCE FOUNDATION**

Article I. Name and Purpose

1.01 Name. The organization has been incorporated under the laws of the State of Tennessee and shall be known as TENNESSEE COLLEAGUE ASSISTANCE FOUNDATION (the “Corporation”).

1.02 Purpose. The organization’s objective is to meet the needs of the psychological profession to provide rehabilitative and monitoring mechanisms for those psychological professionals who may experience impairments that affect daily functioning and/or performance of professional duties in conjunction with the Tennessee State Board of Examiners in Psychology and the Tennessee Psychological Association; to provide statewide peer review programs to assist impaired mental healthcare and other healthcare professionals; to provide support and advocacy for professionals deemed fit to return to practicing or continue practicing in the interest of protection of the public; being involved in community service programs, early intervention and impairment prevention education, and professional development; fundraising, utilizing Internet content, volunteers, programs, and other means; and making distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). Further guidance regarding the mission and purpose of the corporation is articulated in the written “Policies and Procedures” guidelines adopted by the corporation.

Article II. Governing Law and Definitions

2.01 Governing Law. The corporation shall be governed by the nonelective provisions of the Tennessee Nonprofit Corporation Act as amended (the “Act”). The corporation was organized pursuant to Tennessee Code Annotated Section 48-51-101. These Bylaws shall be construed insofar as possible to be consistent with said Act.

2.02 Definitions. All definitions contained in the Act are incorporated by reference, as they appear in the Act as amended.

2.03 Registered Office and Agent. The registered office and agent is governed by the Act as amended. This information is to be reported annually to the State.

2.04 Emergency. Emergency powers are provided by the Act as amended.

Article III. Directors

3.01 Duties of Directors. Pursuant to TCA §§48-58-101 through –304, the duties of directors shall be as follows:

- (a) All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors, subject to any limitation in the Charter or these Bylaws that is otherwise lawful.
- (b) No limitation upon the authority of the directors shall be effective against persons, other than directors, who are without actual knowledge of the limitation.

- (c) The board of directors shall have authority to fix the compensation of directors for services in any capacity, subject to the applicable requirements of the Internal Revenue Code.
- (d) As supplemented in the written “Policies and Procedures” guidelines adopted by a majority of the Directors of the corporation.

3.02 Qualifications of Directors. Directors shall be natural persons who are 18 years of age or older, but need not be residents of this state nor officers of the corporation. Further guidance regarding the qualifications of directors is articulated in the written “Policies and Procedures” guidelines adopted by the corporation.

3.03 Number and Election of Directors.

- (a) The number of directors shall be at least seven (7) or as required by the Charter or as articulated in the written “Policies and Procedures” guidelines adopted by a majority of the directors of the corporation.
- (b) The exact number of directors within the minimum and maximum established by the Charter shall be fixed by resolution of the directors from time to time.
- (c) The number of directors may be increased or decreased from time to time. In the absence of a bylaw or an authorized resolution of the directors fixing the number of directors, the number shall be the same as that stated in the Charter.
- (d) Directors shall be elected at each annual meeting unless their terms are altered under the Charter or an amendment to these Bylaws.

3.04 Terms of Directors.

- (a) Directors are to serve for a two (2) year term subject to an annual election, at which time incumbent Directors are eligible for re-election. Further guidance regarding the terms of directors is articulated in the written “Policies and Procedures” guidelines adopted by the majority of the directors of the corporation.
- (b) The terms of the directors of the corporation expire at the next annual meeting following their election.
- (c) A decrease in the number of directors does not shorten an incumbent director’s term.
- (d) A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors, but only for a term of office continuing until the next election of directors and until the election and qualification of the successor.
- (e) Despite the expiration of a director’s term, he continues to serve until his successor is elected and qualifies or until there is a decrease in the number of directors.

3.05 Resignation of Directors.

- (a) A director may resign at any time by delivering written notice to the board of directors, its chairman, or to the corporation.
- (b) A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

3.06 Removal of Directors. A director may be removed from office pursuant to the following procedure.

- (a) The directors may remove one or more directors with or without cause unless the Charter or an amendment to these Bylaws provides that directors may be removed only for cause.
- (b) A director may be removed only by a majority of the votes entitled to be cast.

- (c) A director may be removed by the directors only at a meeting called for the purpose of removing him and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

3.07 Vacancy on the Board.

- (a) If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the vacancy may be filled by the affirmative vote of a majority of (1) the remaining members of the board of directors, or (2) if the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office, or by the sole remaining director, as the case may be, or (3) if no director remains, and the vacancy is not so filled by the members, an application by any person may be submitted to the superior court of the county where the registered office of the corporation is located.
- (b) A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

3.08 Meetings of the Board.

- (a) The board of directors may hold regular or special meetings in or out of this state.
- (b) Generally, the regular meetings will be held quarterly or prior to a public meeting or activity of the members. Meetings shall be at least quarterly.

3.09 Action without Meeting.

- (a) Action required or permitted by the Bylaws to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.
- (b) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.
- (c) Such written consents may be delivered by telecopier, and the telecopy shall be deemed to be the original.

3.10 Notice of Meeting.

- (a) Regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting.
- (b) Special meetings of the board of directors must be preceded by at least two days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting.

3.11 Waiver of Notice.

- (a) A director may waive any notice required to be given, before or after the date and time stated in the notice. Except as provided by subsection (b) of this section, the waiver must be in writing, signed by the director entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records.
- (b) A director's attendance at or participation in a meeting waives any required notice to him 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.

3.12 Quorum and Voting.

- (a) A majority of the numbers of directors then in office shall constitute a quorum for the transaction of business.
- (b) 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, unless the Act, the Charter, or these Bylaws require the vote of a greater number of directors.
- (c) A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless: (1) he objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting; (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting.

3.13 Committees of Directors.

- (a) The board of directors may by resolution adopted by a majority of the full board of directors, create one or more committees and appoint members of the board of directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the board of directors.
- (b) Sections 3.08-3.14, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well.
- (c) To the extent specified in such resolution or in the Charter or Bylaws, each committee may exercise the authority of the board of directors.
- (d) The board, by resolution adopted in accordance with subsection (a) of this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.
- (e) The designation of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, or any responsibility imposed by law to be exercised by the full board.

3.14 Standards of Conduct for Directors. The standards of conduct for directors shall be as prescribed by the Act and other applicable law.

3.15 Resolution of Deadlock.

- (a) If the directors of the corporation are deadlocked in the management of the corporate affairs and the selection of new directors is not able to break the deadlock and if injury to the corporation is being suffered or is threatened by reason thereof, the superior court of the county where the registered office of the corporation is located may, notwithstanding any provisions of the Charter or these Bylaws of the corporation to the contrary and whether or not an action is pending for an involuntary dissolution of the corporation, appoint a provisional director pursuant to the Act.
- (b) Action for such appointment may be filed by one-half of the directors or, if there are members, by members holding not less than one-third of all the votes entitled to be cast in an election of directors. Notice of such action shall be served upon the directors, other than those who have filed the action, and upon the corporation in the manner provided by law for service of a summons and complaint, and a hearing shall be held not less than ten days after such service is effected. At such hearing all interested persons shall be given an opportunity to be heard.

- (c) The provisional director shall be an impartial person who is neither a member nor a creditor of the corporation nor related by consanguinity or affinity within the third degree, as computed according to the civil law, to any of the directors of the corporation or to any judge of the court by which he is appointed. The provisional director shall have all the rights and powers of a director and shall be entitled to notice of the meetings of the board of directors and to vote at such meetings until he be removed by order of the court or by vote or written consent of a majority of the directors or of members holding a majority of the votes entitled to be cast in an election of directors. He shall be entitled to receive such compensation as may be agreed upon between him and the corporation; and, in the absence of such agreement, he shall be entitled to such compensation as shall be fixed by the court.

Article IV. Officers

4.01 Required Officers. Pursuant to TCA §§ 48-58-401 through –406, the corporation shall have a president, secretary, and treasurer, and may have additional officers appointed by the board of directors.

- (a) A duly appointed officer may appoint one or more officers or assistant officers.
- (b) The secretary shall have responsibility for preparing minutes of the directors' meetings and for authenticating records of the corporation, unless the board of directors delegates such responsibility to another officer.
- (c) The same individual may simultaneously hold more than one office in a corporation, except the office of president and secretary.
- (d) Subject to the Charter or the Bylaws, all officers shall be elected or appointed annually by the board of directors.

4.02 Duties of Officers.

- (a) The president shall be the chief executive officer and the chairman of the board unless the board provides otherwise, and otherwise shall act as chief executive officer and shall act as chairman of the board. The president shall be ex officio a voting member of all committees, unless the board provides that he shall be a nonvoting member, and shall attend all meetings of the board of directors, unless the board excuses him for part of a meeting if he has not been elected as a director. The president shall have authority to institute or defend legal proceedings when the directors are deadlocked, and may call meetings of the board. The president may appoint special committees as needed and shall have general management and direction of the affairs of the corporation, shall have the authority to sign and execute, in the name of the corporation and as authorized by the board of directors, any contracts or instruments of the corporation
- (b) The secretary shall keep or cause to be kept the minutes of meetings of directors and the other corporate records, and shall act as treasurer during that person's inability to act. The secretary shall attend all meetings of the board of directors, and may call meetings of the board.
- (c) The treasurer shall keep or cause to be kept the assets and financial records of the corporation, in the name of the corporation, and shall give written reports thereon at each meeting of the board and to the president when requested. The treasurer shall cause the corporation to pay or make provision for its liabilities, and shall act as secretary during that person's inability to act.
- (d) The foregoing officers and other officers shall perform such duties as are additionally conferred by the board of directors.

- (e) The president or secretary each shall be authorized to execute documents on behalf of the corporation without need of further execution or attestation, if such documents are specifically authorized by the board of directors or within the scope of his responsibility.

4.03 Standards of Conduct for Officers. The standards of conduct for officers shall be as provided by the Act and other applicable law.

4.04 Resignation and Removal of Officers.

- (a) An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- (b) The board of directors may remove any officer at any time whenever in their judgment the best interest of the corporation will be served thereby.
- (c) The board of directors may fill any vacancy in any office occurring for whatever reason.

4.05 Election of Officers. The board of directors at its January meeting shall nominate and select officers for that calendar year for a term of one (1) year. The officers shall then be presented to the membership for a vote of ratification.

Article V. Indemnification

5.01 Definitions. Pursuant to TCA §§ 48-58-501 through –601, as used in this article V, the term: (1) “Corporation” includes any domestic or foreign predecessor entity of a corporation in a merger or other transaction in which the predecessor’s existence ceased upon consummation of the transaction. (2) “Director” means an individual who is or was a director of a corporation, or an individual who while a director of a corporation is or was serving at the corporation’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the corporation’s request if his duties to the corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan. Director includes, unless the context requires otherwise, the estate or personal representative of a director. (3) “Expenses” include counsel fees. (4) “Liability” means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses actually incurred with respect to a proceeding. (5) “Party” includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding. (6) “Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

5.02 Court-Ordered Indemnification and Advance. In addition to the following section, a director of the corporation who is a party to a proceeding may apply for indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction. The court may order indemnification or advances for expenses or both if it determines that (1) the director is entitled to indemnification and advance of expenses under these Bylaws, in which case the court shall also order the corporation to pay the director’s reasonable expenses incurred to obtain court ordered indemnification; or (2) the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he met the standard of conduct set forth in the Act § 48-58-502(a) or was adjudged liable as described in the Act § 48-58-502(d), to the extent indemnification would be available under section 5.03 below.

5.03 Indemnification Approved.

- (a) The corporation shall indemnify a director who is made a party to a proceeding because he is or was a director, including a proceeding brought by or in the right of the corporation, without regard to the limitations in the preceding section.
- (b) The corporation shall not indemnify a director under this section for any liability incurred in a proceeding in which the director is adjudged liable to the corporation or is subjected to injunctive relief in favor of the corporation (1) for any appropriation, in violation of his duties, of any business opportunity of the corporation; (2) for acts or omissions that involve intentional misconduct or a knowing violation of law; (3) for liability for unlawful distributions pursuant to the Act; or (4) for any transaction from which he received an improper personal benefit.
- (c) Where approved or authorized in the manner described in subsection (a) of this section, a corporation shall advance expenses incurred in advance of final disposition of the proceeding but only if (1) the director furnishes the corporation a written affirmation of his good faith belief that his conduct does not constitute behavior of the kind described in subsection (b) of this section; and (2) the director furnishes the corporation a written undertaking, executed personally or on his behalf, to repay any advances if it is ultimately determined that he is not entitled to indemnification under this section.

5.04 Indemnification of Officers, Employees, and Agents. The corporation shall indemnify and advance expenses to an officer, and may indemnify and advance expenses to an employee or agent by board of directors' resolution, consistent with public policy, to the extent that the corporation indemnifies and advances expenses to directors pursuant to section 5.03 above.

5.05 Insurance. The corporation may, but is not required to, purchase and maintain insurance on behalf of one or more directors, officers, employees, or agents against liability, whether or not the corporation would have power to indemnify him against the same liability.

5.06 Conflicting Interest Transactions. The validity and ramifications of conflicting interest transactions are governed by the Act and the Internal Revenue Code.

Article VI. Amendment

6.01 Amendment by Directors. Pursuant to TCA §§ 48-60-201 through -205, the board of directors may amend or repeal the Bylaws, or adopt new Bylaws.

6.02 Bylaw Increasing Quorum or Majority for Directors. A Bylaw that fixes a greater quorum or voting requirement for the board of directors than is required by these present Bylaws may be adopted, amended, or repealed by the directors only by a majority of the entire board of directors.

Article VII. Miscellaneous

7.01 Merger. These matters are governed by Tennessee Nonprofit Corporation Act §§ 48-61-101 through -107 as amended.

7.02 Sale of Assets. These matters are governed by Tennessee Nonprofit Corporation Act §§ 48-62-101 through -102 as amended.

7.03 Dissolution. These matters are governed by Tennessee Nonprofit Corporation Act §§ 48-64-101 through -304 as amended.

7.04 Foreign Corporation. These matters are governed by Tennessee Nonprofit Corporation Act §§ 48-65-101 through –305 as amended.

7.05 Records and Reports. These matters are governed by Tennessee Nonprofit Corporation Act §§ 48-66-101 through –203 as amended. The Registered Agent shall be responsible, in conjunction with the Secretary, to timely file a corporate Annual Report with the Tennessee Secretary of State by the due date thereof each year. The Treasurer shall prepare, at least annually, a Balance Sheet (i.e., as of the end of the calendar year) together with a Statement of the Sources and Uses of Funds for the corporation. Financial reports of a less formal nature shall be provided to the Board of Directors at least quarterly, or as often as requested by a member.

7.06 Meetings Generally. All meetings shall be governed by the most recent edition of Robert’s Rules of Order, except to the extent that that book is inconsistent with these Bylaws or with the Act. However, on motion by the Chairman of the Board of Directors, seconded, and approved by a majority of the members present, these rules of order may be superceded by other rules or informal procedures, as the Board of Directors so approve for each meeting.

7.07 Budget. At least annually, the Board of Directors shall meet to estimate the projected inflows of contributions into the corporation and to prepare a budget based upon expected expenditures. The Board of Directors shall not be personally financially responsible for any salary or other obligations, however. In the event of a shortfall in funds, the directors shall exercise due diligence in attempting to garner contributions and to take necessary steps to protect the long-term viability of the organization.

APPROVED:

Michael R. Floyd, Director and President

John B. Averitt, Director and Vice President

John M. Green, Director and Secretary

Richard Iannelli, Director and Treasurer

David Dodd, Director

Mary Ann Knack, Director

Murphy M. Thomas, Director

Susan Mathews, Director

ATTESTED:

John M. Green, Corporate Secretary