

AMENDED AND RESTATED LAWS OF
CHATTANOOGA CIVITAN CLUB, INC.

Article I Name

The name of the Corporation shall be:

CHATTANOOGA CIVITAN CLUB, INC.

and is sometimes referred to in these Bylaws as the
Corporation.

Article II - Purposes

The purposes for which the Corporation is formed are those set forth in its Charter of Incorporation, as from time to time amended, namely, to operate exclusively for charitable, religious, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended and including for such purposes, (a) the promotion and building of good leadership, fellowship, and citizenship; (b) promotion and extension of the charitable and benevolent objects of Civitan International and maintenance of the relations of a member club of Civitan International; (c) development in its members and their associates and their communities a high sense of responsibility toward common problems; (d) meeting regularly in order to have fellowship together, acquire a broad knowledge of public affairs, become better prepared for intelligent leadership and cooperation in solving civic problems through study and instruction, and seek out opportunity to render altruistic service to mankind; (e) Receiving, administering, and disbursing funds

and property exclusively for charitable, scientific, literary or educational purposes; and (f) use of its property to disperse charity, and aiding, encouraging, promoting and contributing to the educational, scientific, literary and vocational attainment of worthy students and individuals. The Corporation is not formed for securing a financial gain, and no part of the assets, income or profit of the Corporation is to be distributable to or to inure to the benefit of its directors or officers except to the extent permitted under the applicable corporation law of the State of Tennessee. 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 any candidate for public office.

Article III - Basic Policies

The following are basic policies of the Corporation: promotion of the objects of the Corporation.

1. The Corporation shall be noncommercial and nonpartisan.
2. The name of the corporation or the names of any directors in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation

Article IV - Membership

1. The Corporation is to have members.
2. The membership of this Corporation shall be limited to persons of good moral standing who desire to become associated with it and who are in sympathy with its purposes.

3. The following procedure shall be observed to attain actual membership:

Any member may propose a candidate for membership by furnishing in writing to the Vice-President all necessary personal information, including the candidate's name, address and occupation. The Vice-President shall convey this information to a screening committee, who will conduct an investigation as to the desirability of the candidate and make its recommendation to the Vice-President.

If the screening committee reports approval of the candidate for membership, the name as a candidate for membership shall be published in the next issue of the corporation bulletin.

This publication shall give the proposed member's name, address and occupation and the name of the sponsoring member. This notice shall further state that unless a member registers opposition within seven days, the candidate will be accepted at the expiration of that time. In the event the Vice-President receives no notice of opposition to membership within the seven days period, the candidate will be deemed accepted at the expiration of that time and upon payment of the initiation fee.

Any member wishing to oppose admittance of the candidate for membership shall do so by notifying the Vice-President within the seven days period, whereupon the membership shall vote by secret ballot at a regular meeting on admission of the candidate. The membership shall be notified of the impending vote by announcement at the next preceding meeting or by publication in the corporation bulletin. Said notification shall state the name, address and occupation of the candidate to be voted upon. The applicant will be accepted upon affirmative vote of three-fifth (3/5) of the members in good standing, present and voting.

4. Membership may be voluntarily terminated by notice in writing to the Club secretary. Dues for the remainder of the quarter shall be considered earned. Membership may be involuntarily terminated by action of the Board of Directors in the case of any member who shall fail to pay dues for two consecutive quarters. The Directors may likewise terminate any member who consistently fails to attend meeting or for other good cause.
5. Any member whose involuntary termination of membership has been proposed is entitled to written notice of the contemplated action and to a personal hearing before the Board, but without the right of representation by outside counsel.
6. Guidelines established in the By-Laws of the Civitan International shall be used in granting Honorary and Life Memberships. To become eligible for Honorary Membership, a member must have submitted a resignation to the Club giving acceptable reasons why regular membership cannot be continued. The resignation must be accepted by the Board and the member dropped from the active membership rolls. Upon approval by the Board, the Secretary-Editor shall propose the member for Honorary Status in the next Civichat, giving the member's Civitan service. Approval of the Honorary Membership must be accomplished by a unanimous vote of the members in attendance at the next regular meeting of the members. An Honorary Member shall pay no dues but shall receive the Civichat, and shall pay for any meals received. The club will pay for the cost of any Civitan International Publications received. Life membership may be conferred on active members. Such membership may be conferred upon approval of the Board, publication and vote of the membership as with an honorary membership except that such membership shall not be granted except upon the approval of 75% of the

membership. A Life Member shall have all the rights and privileges of active members, but shall not be required to pay dues. The Life Membership shall be reserved for members who have given exceptional service to Civitan. It is contemplated that normally retiring members will be proposed for Honorary rather than Life membership.

Article V - Officers

1. The officers of the Corporation shall be a President, a President Elect, a Vice-President, a Secretary-Editor and a Treasurer, and their terms of office shall be for one (1) year or until their successors have been elected and qualified.
2. Removal. Any officer may be removed by the Board of Directors whenever in their judgment the best interest of the Corporation would be served thereby.
3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term of such office.

Article VI - Duties of Officers

1. President. The President shall preside at meetings of the Corporation and of the Board of Directors, and, subject to limitation by the Board of Directors, shall have general supervision of the affairs of the Corporation. He shall appoint standing committees subject to the approval of the Board of Directors, and such special committees as may, from time to time, be established.
2. President Elect. The President Elect shall, subject to the direction of the President, be in charge of programs for

regular meetings. In the absence of the President, he shall preside at the meetings and in the event of vacancy in - the office of President, he shall succeed to the Presidency and serve out the remainder of the term.

3. Vice-President. The Vice-President shall be in charge of membership, fellowship and attendance. In the absence of the President and President Elect, he shall preside at meetings and in the event of vacancy in both of those offices, he shall succeed to the Presidency and serve out the remainder of the term.
4. Secretary-Editor. The Secretary shall be responsible for keeping the minutes of the meetings, be custodian of the records, and conduct the correspondence of the Corporation. He shall be in charge of publishing and editing a weekly bulletin subject to the direction of the President and Board of Directors. The Board of Directors shall have the authority to employ a Club secretary.
5. Treasurer. The Treasurer shall collect the dues and fees, hold and be responsible for the funds of the Corporation, and make disbursements in such manner as the Board of Directors may direct. Within thirty (30) days after the close of the Corporation's fiscal year, the Treasurer shall report to the membership the financial condition of the Corporation.
6. All officers shall:
 - a) Perform the duties prescribed in the parliamentary authority in addition to those outlined in these bylaws and those assigned from time to time.

- b) Deliver to their successors all official material not later than ten (10) days following the election of their successors.

Article VII - Board of Directors

1. The Corporation's affairs shall be regulated and controlled by a Board of Directors, its membership consisting of the elected officers, the immediate past president, and nine (9) members elected from Corporation Members in good standing. The term of office of each of the nine (9) directors who are elected by the Corporation members in good standing shall be three (3) years, and the elections shall be staggered so that three (3) directors shall be elected at each annual meeting of the Corporation. Provided however, the initial non-officer Directors shall be elected by the Incorporators. Three (3) of said Initial Directors shall have terms of three (3) years each; three (3) of said Initial Directors shall have terms of two (2) years each; and the remaining three (3) Directors shall have terms of one (1) year each. The decision as to which Initial Director shall serve which length of term shall be made by the Incorporators. Upon expiration of these initial terms, the term upon election shall be three (3) years for each newly elected Director, or until the election and qualification of their successors.

2. Regular meetings of the Board of Directors shall be held monthly on the second Thursday of each month. Special meetings shall be called by the President at any time by giving notice to the members of the Board. A majority shall constitute a quorum and the action of a majority present at any meeting shall be binding unless otherwise provided therein. If less than a majority of the Directors is represented at the meeting, they may adjourn the meeting

from time to time without further notice. At any adjourned meeting at which a quorum shall be present, the Board of Directors may transact any business which might have been transacted at the original meeting.

3. Any action that might be taken at a regular or special meeting of the Directors may be taken without a meeting being held if a consent in writing, setting forth other action to be taken, shall be signed by each and all of the Directors and such action may be taken by the Corporation upon receiving letters from each and all of the Directors, setting forth their approval of the action, after they have been given due and proper notice of the action or act proposed to be taken by the Corporation.
4. No Director shall receive any compensation for his service on the Board of Directors, or any expenses for attending a meeting of the Board of Directors, except for the cost of the meal.
5. If a vacancy occurs on the Board of Directors for any reason, the remaining Directors then serving may fill any such vacancy, and any Director so elected shall hold office for the remainder of the term of the Director replaced. In the event the remaining Directors are unable to agree upon a successor to fill a vacancy, such vacancy shall be filled at the next regular meeting of the members.
6. The Board of Directors shall have the authority to employ a Club secretary. The Club secretary shall be under the direct supervision of the President.

Article VIII - Committees

All standing committees shall be appointed by the President-elect prior to being inducted as President, subject to approval of the Board of Directors. The President may from time to time appoint such special committees as may be necessary and expedient.

The regular standing committees shall be as follows:

AWARDS:

1. Builder of Good Citizenship
2. Special Club
3. T. C. Thompson
4. Honor Key
5. Civitan of the Year

CHARITIES: (Past)

- A. Bachman Home
- B. Bethel Bible Village
- C. Big Brothers/Big Sisters d. Boehm Birth Defects
- D. Contact
- E. Mouzon Peters Essay Contest
- F. Faces
- G. Orange Grove
- H. Scholarships
 1. CIF Shropshire
 2. Chattanooga Civitan Club
 3. Appalachian District
- I. Siskin
- J. T. C. Thompson Hospital
- K. Recreation Ranch

CIVITAN CHILD WELFARE:

EDUCATION AND HISTORY:

FUND RAISING:

1. Candy Box
2. Fruitcake Sales and Auction
3. Golf Tournament

INTERNATIONAL LIAISON:

JUNIOR CIVITAN:

MEMBERSHIP AND RETENTION: MUSIC:

PROGRAM AND ENTERTAINMENT: PUBLICITY:

SCRAPBOOK:

and their duties shall be such as are inherent in the respective titles and as may be assigned by the President or Board of Directors.

Article IX - Elections

The initial officer of the Corporation shall be elected and appointed by the Board of Directors. Thereafter, the election of officers and directors shall be held at the Annual Meeting and the nominees receiving the greatest number of votes shall be elected. Nomination of candidates shall be made in the following manner: Not less than three weeks prior to the Annual Meeting, the President shall appoint a nominating committee whose function it shall be to select by majority vote of its members one suitable person for each office to be filled, and to report its action at the regular meeting next preceding the meeting at which the election is to be held. Additional nominations may be made from the floor, and the President shall ask if there be same, immediately after completion of the nominating committee's report. The names of

all the then named candidates shall be published in the corporation bulletin prior to the election date.

Officers shall be inducted into office at the last meeting of the corporation in September and they shall assume the duties of office immediately following induction.

Article X - Meetings

The Annual meeting shall be held on the last Friday in May of each year, beginning with the year 1977, at which meeting officers and directors for the ensuing year shall be elected.

Regular meetings shall be held on Friday of each week at a time and place to be designated by the Board of Directors. Any Regular Meeting may be cancelled by action of the Board of Directors.

Special meetings may be called by the President, by the Board of Directors, or by a petition of 20% of the membership.

Forty percent (40%) of the membership shall constitute a quorum at any meeting.

Article XI - Fees and Dues

There shall be an initiation fee of \$20.00 unless a different amount is set by the Board of Directors.

Regular dues shall be payable quarterly at a rate to be set by the Board, which rate shall include the cost of the meal served at any regular meeting. The dues established by a Board shall continue until changed by majority vote of that Board, or any subsequent Board.

Article XII - Amendments

These bylaws may be amended by affirmative vote of three-fifths (3/5) of the members present at any regular meeting provided that written notice shall have been given that amendments will be considered. Amendments may be initiated by any member or by action of the Board of Directors.

Article XIII - Fiscal Year

The fiscal year shall begin on the first day of October of each year and end on the 30th day of September next following.

Article XIV - Office

The principal office of this Corporation shall be located at the offices of Big Brothers/Big Sisters, in Chattanooga, Tennessee, or at any other location which the Board of Directors may hereafter designate.

Article XV - Seal

This Corporation shall not have a corporate seal.

Article XVI - Waiver of Notice

Whenever any notice is required to be given to any officer or Director of the Corporation under the provisions of these bylaws or under the provisions of the articles of incorporation, or under the provisions of the Tennessee General Corporation

Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the term stated therein shall be deemed equivalent to the giving of such notice.

I certify that only Article VIII, Committees of the Bylaws of the Chattanooga Civitan Club, Inc., were Amended,

Restated and adopted by the membership at a meeting held on February 4 1994

Pat Taintor
Club Secretary