

This instrument prepared by:
Alvin L. Harris
201 Fourth Avenue, North, Suite 1230
Nashville, TN 37219

Karen Johnson Davidson County
Batch# 344574 **BYLAWS**
01/16/2020 02:08:35 PM 4 pgs
Fees: \$22.00 Taxes: \$0.00



20200116-0005973

**AMENDED AND RESTATED BYLAWS
OF FOUNDATION FOR TENNESSEE CHESS**

These Amended and Restated Bylaws of Foundation for Tennessee Chess (the "Amended Bylaws") is made January 06, 2020, by the Foundation for Tennessee Chess, a Tennessee nonprofit corporation ("FFTC").

WITNESSETH:

WHEREAS, the FFTC (fka "Nashville Chess Center") is a Tennessee nonprofit corporation governed by the Bylaws of Nashville Chess Center (the "Bylaws") and the Amended and Restated Charter of Nashville Chess Center;

WHEREAS, pursuant to Article VI of the Bylaws, the Bylaws may be amended by two-thirds vote of the Directors entitled to vote; and

WHEREAS, the Board of Directors of FFTC desires to amend its Bylaws to reflect the change in corporate governance of FFTC eliminating its status as a supporting organization of the Tennessee Chess Association (the "TCA").

NOW, THEREFORE, for and in consideration of these premises, the sufficiency of which are hereby acknowledged, the FFTC Board of Directors, being empowered so to do, hereby adopts the following Amended and Restated Bylaws:

**ARTICLE I
BOARD OF DIRECTORS**

Section 1: General Powers. The affairs of the FFTC shall be managed by its Board of Directors (the "Board") which shall have any and all power and authority to perform any act which furthers the purposes of the FFTC which is permitted by applicable law. The Board shall also have authority to adopt rules and regulations pertaining to its operations, the use of its facilities, its sponsored activities or any other matter pertaining to the FFTC.

Section 2: Number, Tenure and Qualifications. The number of seats on the Board and Directors' terms shall be established by the FFTC's charter as it may be amended from time to time (the "Charter").

Section 3: Vacancies. In the event of a vacancy on the Board through, the death, resignation or removal of a Director from the Board (or as a result of any other cause), the vacancy may be filled by vote of a majority of the remaining Directors. A Director appointed to fill a vacancy on the Board shall serve the remainder of the unexpired term of his/her predecessor.

ARTICLE II MEETINGS

Section 1: Regular Meetings. Regular meetings of the Board shall be held at 2911 Belmont Boulevard, Nashville, Tennessee 37212, or at any other place determined by the Board. The Board shall meet no less than four (4) times during any calendar year. Dates and times of regular meetings of the Board shall be fixed by the President or his/her designee. Notice of the date, time and place of regular meetings shall be delivered to Directors by any reasonable means, including without limitation by email or other electronic transmission.

Section 2: Special Meetings: Special meetings of the Board may be called by the President or by a majority of Directors. Special meetings of the Board shall be held at 2911 Belmont Boulevard, Nashville, Tennessee 37212, or at such other place designated by whoever calls the meeting. Notice of the date, time and place of a special meeting shall be delivered to each Director by any reasonable means, including email or other electronic transmission. Notice of a special meeting shall also state the purpose(s) for which the meeting is called.

Section 3: Notice. Notice of meetings shall be in writing and shall be transmitted to Directors by any reasonable means, including without limitation email, other electronic transmission, or by any means permitted under Tennessee law. Except in the case of emergencies, notices of meetings must be sent at least five (5) days prior to the meeting.

Section 4: Quorum; Actions of the Board. Three-sevenths (3/7) of the Directors shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting in person or by proxy where a quorum is present shall be the action of the Board, unless a greater percentage of votes is required by other provisions of these Bylaws, the Charter or applicable law including without limitation requirements of the United States Internal Revenue Code (the "Code") under which the FFTC qualifies as a public charity under Code Section 501(c)(3) and Code Section 509(a)(2), or unless a greater vote is required to qualify the FFTC as an organization to which contributions are deductible under the Code.

Section 5: Compensation. Directors shall serve without compensation for serving as Directors, although they may be reimbursed for reasonable expenses incurred in furtherance of the FFTC's purposes and which have been approved by the Board.

Section 6: Voting by Email. The Board may make decisions and take action outside of face-to-face meetings by email vote of a majority of the Directors then on the Board.

ARTICLE III OFFICERS

Section 1: Number; Titles. The officers of the FFTC shall be elected by the Directors from among the members of the Board of Directors and shall be a president, a secretary and a treasurer. Any two (2) or more offices may be held by the same person except the offices of president and secretary shall not be held by the same person.

Section 2: Election. The Board of Directors shall elect officers which shall serve in such position until their resignation, death or removal.

Section 3: Other Officers. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall be appointed for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4: Compensation. Officers shall serve without compensation for serving as Directors, although they may be reimbursed for reasonable expenses incurred in furtherance of the FFTC's purposes and which have been approved by the Board.

Section 5: Term of Office; Removal. Officers shall serve until their resignation, removal or death. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the entire Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed, which rights shall be governed by Tennessee law. Any office becomes vacant for any reason, the Board of Directors may fill the vacancy.

Section 6: President. The president shall be the chief executive officer of the corporation; the president shall preside at all meetings of the Board of Directors, shall have general and active management of the affairs of the corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall perform such other duties as the Board of Directors shall prescribe.

Section 7: Secretary. The secretary shall attend all sessions of the Board of Directors, record all votes and the minutes of all proceedings and shall perform like duties for any committees when required. The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision the secretary shall be.

Section 8: Treasurer. The treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, shall render to the president and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation, and shall perform such other duties as the Board of Directors may prescribe. If required by the Board of Directors, the corporation may purchase a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of the treasurer's office and for the restoration to the corporation, in case of the treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the treasurer's possession or under the treasurer's control belonging to the corporation.

ARTICLE IV FISCAL YEAR

The fiscal year of the corporation shall begin September 1 of each year, unless changed by majority vote of the Board.

ARTICLE V
COMMITTEES

The President, in conjunction with the Board, may establish and disband committees, appoint and remove members thereof, and establish the purposes and duties thereof.

ARTICLE VI
AMENDMENT

These Bylaws may be amended by two-thirds (2/3) vote of the Directors entitled to vote on such amendment; provided, however, no provision of the Bylaws may be amended or deleted which would disqualify the FFTC as a public charity under the Internal Revenue Code, or which would render contributions non-deductible under the Internal Revenue Code.

CERTIFICATE OF ADOPTION

I, Alvin L. Harris, being authorized so to do, hereby certify and attest that, in accordance with Article VI of the Bylaws, the foregoing Amended and Restated Bylaws of Foundation of Tennessee Chess was adopted and approved by two-thirds vote of the Directors entitled to vote.



Alvin L. Harris, Director,
Foundation for Tennessee Chess

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

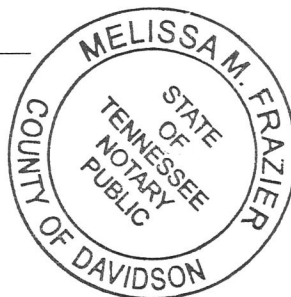
Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Alvin L. Harris, with whom I am personally acquainted (or who proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he executed the foregoing instrument for the purposes therein contained and who further acknowledged that he/she is a Director of Foundation for Tennessee Chess, a Tennessee nonprofit corporation, and is authorized to execute this instrument on behalf of Foundation for Tennessee Chess in his capacity as a Director.

Sworn to and subscribed before me this 6th day of January, 2020.



Notary Public

My commission expires: 3-7-2023



This instrument prepared by:
Alvin L. Harris
201 Fourth Avenue, North, Suite 1230
Nashville, TN 37219

Karen Johnson Davidson County
Batch# 344574 **CHARTER**
01/16/2020 02:08:35 PM 4 pgs
Fees: \$7.00 Taxes: \$0.00



20200116-0005974

FILED

**SECOND AMENDED AND RESTATED
CHARTER OF FOUNDATION FOR TENNESSEE CHESS**

This Second Amended and Restated Charter of Nashville Chess Center (the "Second Amended Charter") is made January 6, 2020, by the Foundation for Tennessee Chess, a Tennessee nonprofit corporation ("FFTC").

WITNESSETH:

WHEREAS, the FFTC (fka "Nashville Chess Center") is a Tennessee nonprofit corporation governed by its Bylaws and the Amended and Restated Charter of Nashville Chess Center (the "Charter");

WHEREAS, pursuant to Paragraph 19 of the Charter, the Charter may be amended by two-thirds vote of the directors entitled to vote; and

WHEREAS, the Board of Directors of FFTC desires to change the corporate governance of FFTC to eliminate its status as a supporting organization of the Tennessee Chess Association (the "TCA") and to make other changes to the Charter.

NOW, THEREFORE, for and in consideration of these premises, the sufficiency of which are hereby acknowledged, the FFTC Board of Directors, being empowered so to do, hereby amends and restates the Charter as follows:

1. The name of the corporation is Foundation for Tennessee Chess.
2. The corporation is a not-for-profit, public benefit corporation and is not a religious corporation.
3. The principle office of the corporation is 2911 Belmont Boulevard, Nashville, Tennessee 37212.
4. The corporation does not have members and this Second Amended and Restated Charter does not require membership approval.
5. All general or specific references made to the Internal Revenue Code (the "IRC") shall be deemed to refer to such statute as is now in force as it may be later amended.
6. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its officers, directors or other private persons, except that the corporation, as determined by the

B0780-4222 01/13/2020 12:34 PM Received by Tennessee Secretary of State Tre Hargett

Board, shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

7. The corporation is generally organized and operated exclusively for charitable, scientific, literary and educational purposes; more specifically, the purposes of the organization are as follows:

a. to educate the public about the art, science, sport, game and discipline of chess, with a particular focus on the education of elementary and secondary age students, by conducting chess lessons, chess coaching seminars, chess schools, and by employing other methods which will promote the educational benefits of chess which include without limitation the enhancement of logical reasoning skills, improved reading and math standardized test scores, improved attention span, patience and self-esteem among school-age children and others;

b. to broaden and develop chess as a significant element of culture in the State of Tennessee and to organize and participate in public discussion, forums, panels, lectures and other means of educating students and the public about chess;

c. to cooperate with chess clubs, schools and other groups and institutions throughout the State of Tennessee with regard to chess education;

d. to organize, conduct and support chess tournaments and other chess-related events;
and

e. to receive donations from the general public to enable the corporation to carry out the purposes stated in this charter, and to raise funds from other sources which do not constitute unrelated business taxable income under the IRC.

8. No substantial part of the activities of the corporation shall be attempting to influence legislation and the corporation shall not participate or intervene in the publication or distribution of political statements or campaigns on behalf of any candidate for public office. The corporation shall not carry on any activity not permitted by corporations the contributions to which are deductible under IRC Sections 170(c)(2) or 501(c)(3).

9. The business and affairs of the corporation shall be conducted by a board of directors which shall consist of seven (7) directors. Directors shall be appointed from time to time by the existing directors of the FFTC. Each Director shall hold office until his/her resignation, death or removal.

10. Each director shall serve a term of two (2) years or until such time as their successors are appointed and qualified. Directors may serve no more than five (5) consecutive terms.

11. To the greatest extent permissible under the Tennessee Nonprofit Corporation Act, Tenn. Code Ann. §§ 48-58-101 *et seq.*, the corporation shall indemnify any director or officer, or former director or officer of the corporation, against expenses actually and necessarily incurred by said person, and any amount paid in satisfaction of judgments, in connection with any action, suit or proceeding, whether civil or criminal in nature, in which said person is made a party by reason of being or having been such a director, officer, or employee (whether or not a director, officer or employee at the time such costs or expenses are incurred by or imposed upon him) except in relation to matters as to which said director shall be adjudged in such action, suit, or proceeding to

have acted in bad faith, breached their duty of loyalty to the corporation or to be liable for gross negligence or willful misconduct in the performance of duty. The corporation may also reimburse any director or officer the reasonable costs of settlement of any such action, suit or proceedings, if it shall be found by a majority of a committee of the directors not involved in the matter of controversy, whether or not a quorum, that it was to the interests of the corporation that such settlement be made and that such director or officer did not act in bad faith, breach their duty of loyalty to the corporation and was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director or officer may be entitled under applicable law or otherwise.

12. The corporation shall purchase and maintain insurance in amounts the board deems appropriate to protect officers, directors, committee members, employees and any other person acting on behalf of the Association against liability for actions on behalf of the corporation in their representative capacity.

13. Upon dissolution of the corporation, after paying or making provision for the payment of all liabilities of the corporation, the board shall distribute the assets of the corporation to an organization exempt under IRC Section 501(c)(3) which, to the extent possible, operates in furtherance of the purposes of the corporation stated in this charter.

14. This charter may be amended by two-thirds vote of the directors entitled to vote on such amendment; provided, however, no provision of this charter may be amended, modified, deleted or changed in any way which would disqualify the corporation for exempt status under the IRC, which would render contributions to the corporation non-deductible under the IRC.

B0780-4225 01/13/2020 12:34 PM Received by Tennessee Secretary of State Tre Hargett

CERTIFICATE OF ADOPTION

I, Alvin L. Harris, a Director of Foundation for Tennessee Chess, being authorized so to do, DO HEREBY CERTIFY, and attest that, in accordance with Paragraph 19 of the Amended and Restated Charter of the Foundation for Tennessee Chess (fka the Nashville Chess Center), that the foregoing Second Amended and Restated Charter was adopted and approved at a duly called meeting of the Board by at least two-thirds vote of the directors entitled to vote.




Director, Foundation for Tennessee Chess

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Alvin L. Harris, with whom I am personally acquainted (or who proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that he/she executed the foregoing instrument for the purposes therein contained and who further acknowledged that he/she is a Director of Foundation for Tennessee Chess, a Tennessee nonprofit corporation, and is authorized to execute this instrument on behalf of Foundation for Tennessee Chess in his/her capacity as a Director.

Sworn to and subscribed before me this 6th day of January, 2020.



Notary Public
My commission expires: 3-7-2023

