

**AMENDED AND RESTATED BYLAWS**

**OF**

**BLUEPRINT FOR MEN, INC.**

**ARTICLE I**  
**ORGANIZATION**

- Section 1. Name. This nonprofit corporation shall be known as Blueprint for Men, Inc.
- Section 2. Purpose. The role and purpose of the Corporation shall be that described in the Charter.
- Section 3. Principal Office. The principal office of the Corporation shall be located in Hamilton County, Tennessee at 10316 Conifer Ridge, Ooltewah, Tennessee, 37363.
- Section 4. Other Offices. The Corporation may have offices at such other places as the Board of Directors may from time to time determine.

**ARTICLE II**  
**MEMBERSHIP**

The Corporation shall have no members.

**ARTICLE III**  
**BOARD OF DIRECTORS**

Section 1. Composition. The power and authority of the Corporation shall be vested in its Board of Directors which shall have not less than seven (7) and not more than eleven (11) members, the exact number of which shall be determined from time to time by a majority vote of the Members of the Board of Directors then serving. Each new Board member shall be nominated by the Board's nominating Committee and elected by a majority vote of the Board of Directors at the annual meeting or a Regular Meeting of the Board of Directors. Nothing herein shall prohibit any Board member from nominating any person, other than those nominated by the Nominating Committee, for election to the Board of Directors. The Directors shall be elected annually for ~~one~~ one-year terms. The Members of the Board of Directors as well as the Executive Officers are listed on Addendum A which is attached hereto and incorporated herein.

**Commented [D1]:** I don't think we should limit our ability to add members to the annual meeting.

Section 2. Regular Meetings. The Board of Directors shall hold meetings at such time and place as shall be designated by the Chairman. Generally, the Board will hold three meetings throughout each year, the Annual Meeting in January of each year and then a second meeting in the spring and a third and final meeting in late summer or early fall. If for any reason it is necessary to change the date, time, or place of the scheduled meeting, an alternate date, time or place will be

**Commented [D2]:** This change reflects the vote of our 5/5/19 meeting.

set by the Chairman of the Board. All members of the Board of Directors will be notified of the cancellation of the regular meeting and informed of the alternate date, time and place on an immediate basis as soon as it is determined that the regularly scheduled meeting is to be canceled. Directors will be notified of changes in the regular schedule at least three (3) days prior to the regularly scheduled meeting or the alternate date established for such regular meeting, whichever is earlier. When meetings are to be held which will not allow for three (3) days notice, they must be held as special meetings as provided in Section 4.

Section 3. Annual Meeting. The annual meeting shall be held during January each year. Written or ~~electronically delivered~~ ~~printed~~ notice stating the time and place of the annual meeting shall be delivered not less than ~~thirty days~~ ~~ten nor more than fifty days~~ before the date of the meeting, either personally or by mail, by or at the direction of the Chairman of the Board, to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his address of record, with postage thereon prepaid. In addition to the foregoing, notice of a substitute annual meeting shall state that the annual meeting was not held on the day designated by these Bylaws and that such substitute annual meeting is being held in lieu of and is designated as such annual meeting. Such notice may be waived with the written consent of all of the members of the Board of Directors.

**Commented [DK3]:** We don't need this to be so formal or complicated.

When a regular, annual or special meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty days in anyone adjournment, no notice need be given of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

Section 4. Special Meetings. Special meetings may, from time to time, be necessary to consider some business of an urgent nature which cannot be delayed until the next regularly scheduled meeting. Special meetings may be held on two (2) days notice at the call of the Chairman of the Board of Directors, or in his absence, the Vice Chairman of the Board of Directors, or at the call of a majority of the members of the Board of Directors. Every reasonable effort will be made to notify all members of the Board as to date, place and time of special meetings as early as possible after the decision to call such a meeting.

Section 5. Attendance and Quorum. Attendance records of all meetings shall be maintained. Members of the Board of Directors are encouraged to make reasonable effort to attend all meetings. A majority of the members of the Board of Directors shall constitute a quorum for the conduct of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, by the Charter, or by these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors, those present may receive and review any reports which do not require Board action and/or they may adjourn the meeting from time to time until a quorum shall be present.

Section 6. Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors, whether done before or after the action so taken. Any action required or

permitted to be taken at any meeting of a committee may be taken without a meeting, if all members of the committee consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the committee, whether done before or after the action so taken.

Section 7. Orientation and Continuing Education. The Board of Directors, assisted by the President, will provide a comprehensive orientation program for all new members of the Board of Directors to enhance the effectiveness of their participation. An appropriate continuing education program for directors is the responsibility of the officers.

~~Section 7.~~ Section 8. Term of Board Members. Each Member of the Board of Directors shall serve for one-year terms which can be renewed for additional terms with the expectation of serving three to four years. Each Member of the Board of Directors shall indicate his/her interest in serving another term before the end of each calendar year by notifying the President.

Commented [DK4]: Let's discuss this wording.

#### **ARTICLE IV** **OFFICERS OF THE CORPORATION**

Section 1. Titles and Elections. The officers of the Corporation shall consist of officers determined by the Board of Directors which may include a Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, a President, a Secretary, a Treasurer and such Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the Board may from time to time elect.

The Board of Directors shall elect or appoint the officers of the corporation; provided, however, that the president shall be empowered to appoint one or more assistant officers. Each officer or assistant officer shall hold office for such term as may be prescribed by the board or the officer appointing him and until his successor is elected or appointed.

Section 2. Terms. The officers of the Corporation appointed or elected by the Board of Directors shall hold their offices for such terms, and shall exercise such powers, and perform such duties as shall be determined from time to time by the Board of Directors.

Section 3. Removal. Except in the event of resignation, removal or death, the officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Except as otherwise provided in this Section, any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

Section 4. Chairman of the Board. The Chairman shall preside at all meetings of the Board of Directors. He shall be an ex-officio, non-voting member of all committees except the Executive Committee of which he shall be a regular, voting member. He shall make a report at the Annual Meeting of the Board of Directors stating the condition of the Corporation, and shall make such suggestions and recommendations as he shall deem proper for the best interests of the Corporation. He shall appoint delegates and representatives to the organizations with which the Corporation is affiliated. He shall have the power to call the regular and any special meetings of the Board of Directors.

Section 5. Vice Chairman. In the event of a vacancy in the office of Chairman, or during his absence or inability to serve, the Vice Chairman shall perform all the duties required of the Chairman, and shall have the same powers and privileges.

Section 6. President. The President shall be the Corporation's Chief Executive Officer and shall be responsible for seeing that the policies and directives of the Board of Directors are properly carried out. Subject to such policies and directives, he shall manage, hire and supervise all personnel and control all the business and affairs of the Corporation, and he shall be given the necessary authority to carry out his responsibilities. He shall have such other powers and perform such other duties as are provided in these Bylaws and as the Board of Directors may from time to time determine.

Section 7. Vice Presidents. In the absence of the President or in the event of his death, inability or refusal to act, the Vice Presidents in the order of their length of service as Vice Presidents, unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. They shall perform such other duties as from time to time shall be assigned to them by the President or Board of Directors.

Section 8. Secretary. The Secretary shall keep or cause to be kept the minutes of the proceedings of the meetings of the Board of Directors and its committees in such manner and form as the Board of Directors shall direct. He shall have charge of the correspondence of the Board of Directors. He shall notify, or cause to be notified, in writing the persons who have been either elected or appointed as members of committees. He shall give, or cause to be given, notice to the members of the Board of all their respective meetings, and perform such other duties as may be required by the Bylaws or as usually appertain to his office. He shall have the custody of the Seal of the Corporation and shall affix it to such documents as the Board of Directors may direct. He shall have charge of such books, records and papers as the Board of Directors may direct.

Section 9. Assistant Secretaries. In the absence of the Secretary or in the event of his death, disability or refusal to act, the Assistant Secretaries in the order of their length of service as Assistant Secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. They shall perform such other duties as may be assigned to them by the Secretary, by the Chairman, or by the Board of Directors.

Section 10. Treasurer. The Treasurer shall deposit or cause to be deposited, on behalf of the Corporation, all funds in such bank or banks as may be designated by the Board of Directors and disburse or cause to be disbursed the same. He shall perform such other duties as may be required by the Bylaws or as usually appertain to his office. He shall also have charge of all bonds, securities, etc., belonging to the Corporation which are to be deposited in a safe deposit box in the name of the Corporation at one of the banks designated by the Board of Directors. He shall be required to give a bond, if required by the Board of Directors (and in the amount determined by them). He may delegate any of the above such duties as he deems proper by written communication.

Section 11. Assistant Treasurers. In the absence of the Treasurer or in the event of his death, inability or refusal to act, the Assistant Treasurers in the order of their length of service as Assistant Treasurer, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be assigned to them by the Treasurer, by the Chairman, or by the Board of Directors.

## **ARTICLE V** **COMMITTEES**

Section 1. Committees. The Board of Directors may from time to time establish such committees, including an Executive Committee, as it deems necessary to assist it in carrying out its duties and responsibilities to the Corporation on a continuing basis. Except as specifically provided by these Bylaws, members of standing committees will be elected by the Board of Directors.

Section 2. Authority and Reporting. Each committee shall have and exercise the powers and authority of the Board of Directors specifically granted to it in the resolution creating it or in these Bylaws. Each committee must keep minutes of its proceedings and report its action to the Board of Directors. Actions of a committee are effective when taken or at such later date as the committee specifies, but are subject to ratification by the Board of Directors.

Section 3. Membership. Each member of a committee holds office until his successor is elected, or until he resigns or is removed from the committee. A member of a committee may succeed himself.

Section 4. Additional Advisors. The chairman of any committee may invite additional individuals with expertise in a particular area to meet with and assist the committee. Such advisors shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of the committee.

Section 5. Resignation and/or Removal. Any member of a committee may resign at any time by giving written notice to the chairman of the committee. Such resignation will be effective upon receipt or at any later date specified in the written notice. Any member of a committee may be removed at any time by a resolution adopted by a majority of the Board of Directors.

Section 6. Vacancies. A vacancy on any committee or an increase in the membership of any committee may be filled by a majority vote of the Board of Directors.

Section 7. Meetings and Notices.

(a) Meetings of a committee may be caused at any time by the chairman of the committee, the Chairman of the Board of Directors, the President, or any two of the committee's members. Each committee shall meet as often as necessary to perform its duties, but not less often than specified in these Bylaws. Oral or written notice of the date, time and place of any meeting shall be given, except in emergencies, at least seventy-two (72) hours prior to the meeting.

(b) A majority of the voting members of a committee constitute a quorum for the transaction of business at any meeting of such committee. The act of a majority of a committee present at a meeting at which a quorum is present shall be the act of the committee so meeting. No act taken at a meeting at which less than a quorum was present is valid unless approved in writing by the absent members. Action may be taken without a meeting by a writing setting forth the action so taken signed by each member of the committee entitled to vote thereat.

Section 8. Executive Committee.

(a) An Executive Committee may be appointed by the Board of Directors to transact regular and/or specific business of the Corporation as the Board of Directors so authorize. The Executive Committee shall consist of the Chairman, Vice-Chairman, Secretary and Treasurer. The Chairman, Vice-Chairman and Secretary shall serve as Chairman, Vice-Chairman and Secretary respectively of the Executive Committee. The Executive Committee shall have the power to transact all regular and such special items of business of the Corporation as the Board of Directors may authorize during the interim between the meetings of the Board membership, provided any action taken shall not conflict with the policies and expressed wishes of the Board of Directors. All matters of major importance such as adverse public reactions and/or matters involving significant expenditures or losses of funds or resources shall be referred to the Board of Directors on an immediate basis.

(b) The Executive Committee, within guidelines provided by the Board of Directors, shall (1) have general oversight of the performance and functions of other committees and shall review the composition and effectiveness of an committees from time to time as directed by the Board of Directors and report to the Board of Directors the result of such reviews, including recommendations, as appropriate; (ii) review the performance, compensation and terms of employment of the salaried officers if any, of the Corporation from time to time and make recommendations, as appropriate, to the Board concerning these matters; (iii) oversee all public relations and community related activities of the Corporation; and (iv) implement and carry out the Board of Directors , conflict of interest policies.

(c) The Executive Committee shall meet as often as necessary, in the interim between regularly scheduled or special meetings of the Board of Directors. The Secretary shall record the minutes of an Executive Committee meetings and maintain attendance records. Copies of such minutes with attendance records will be furnished to each member of the Board of Directors at, or prior to, the next regularly scheduled or special meeting of the Board.

Section 9. Nominating Committee. The Board of Directors shall, at least thirty (30) days prior to the annual meeting, appoint a nominating committee to present a slate of new Directors and officers at the annual meeting to serve as Directors or corporate officers during the ensuing year. Following the presentation of the slate by the nominating committee at the annual meeting and prior to voting, the general membership of the Board then present will be given an opportunity to make nominations from the floor.

Section 10. Special Committees. Special committees may be appointed by the Chairman of the Board of Directors with concurrence of the Board of Directors for special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which appointed and shall have no power to act except in those matters specifically designated by

action of the Board of Directors. Reports, including any documentation, of the findings and/or actions of special committees will be made directly to the Board of Directors and will be included in the minutes of those bodies thereby negating the requirement for preparation of formal special committee minutes. Special committees shall stand discharged upon completion of the task for which appointed.

## **ARTICLE VI** **CONFLICTS OF INTEREST**

Section 1. Good Faith. Directors shall exercise the utmost good faith in all transactions touching upon their duties to the Corporation and its property. In their dealings with and on behalf of the Corporation, they are held to a strict rule of honest and fair dealing between themselves and the Corporation. They shall not use their positions as directors, or knowledge gained therefrom, to their personal benefit and to the detriment of the Corporation.

Section 2. Exclusion From Voting. Any director having a duality of interest or possible conflict of interest on any matter shall not vote or use his personal influence directly or indirectly concerning the Board or any committee of the Board although he may be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the status of the quorum. Any member of the Board may raise an issue as to whether or not another member has a conflict of interest with respect to any matter coming before the Board. In such case, the Board shall decide whether or not the conflict does exist, and, if a majority of the Board present at the meeting determines that a conflict does exist, the member shall be excluded from voting. The member shall not be entitled to vote with respect to whether he has a conflict of interest.

Section 3. Statements of Position. The foregoing sections shall not be construed as preventing a director from briefly stating his position to the Board or a committee of the Board concerning a matter in which he has a duality or possible conflict of interest, or from answering pertinent questions of other directors concerning the matter, as his knowledge may be of great assistance to the Board.

Section 4. Compliance. The Chairman shall advise each new director of this policy promptly after the new director assumes the duties of this office. Any director refusing or failing to comply with any provisions of this Article shall be notified by the Secretary that he has seven (7) days within which to comply, after which he shall be automatically suspended from all committees of the Board and shall not be allowed to attend or vote at Board meetings until he shall comply.

## **ARTICLE VII** **MISCELLANEOUS PROVISIONS**

Section 1. Seal. The seal of the Corporation shall have inscribed thereon the name of the Corporation and the word "Seal," and shall be adopted by resolution of the Board of Directors.

Section 2. Annual Report. The Chairman shall present at each annual meeting of the Board of Directors of the Corporation a report summarizing the business and financial condition of the Corporation.

Section 3. Property. The title of any property of the Corporation shall be vested in the Corporation. The signatures of the Chairman or President and the Secretary, or other persons designated by the Board of Directors, shall constitute proper authority for the purchase or other acquisition of property or sale or other disposition of property, or for the investment or other disposal of trust or other funds which are subject to the control of the Corporation.

Section 4. December. Fiscal Year. The fiscal year of the Corporation shall be the year ending.

Section 5. Parliamentary Guide. Robert's Rules of Order. Newly Revised shall be the parliamentary guide for all matters not covered in these Bylaws, but may be deviated from by a majority vote of the Board on any given occasion.

Section 6. Amendment to the Bylaws and Charter. These Bylaws and the Charter of the Corporation may be amended by a two-thirds vote of the entire membership of the Board of Directors, provided notice of such amendment is mailed to each Board member at least seven days before the meeting of the Board of Directors.

#### **ARTICLE VIII** **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1. General Policy. It shall be the policy of the Corporation to indemnify to the maximum extent permitted by the Official Code of Tennessee Annotated any one or more of the directors, officers, employees, or agents and former directors, officers, employees, or agents of the corporation, and persons who serve or have served at the request of the corporation as directors, officers, partners, trustees, employees or agents of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened, or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a "proceeding") and against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred Incident to the good faith performance of their duties.

Section 2. Use of Corporate Funds. The Corporation may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the Corporation for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in Section I of this Article shall be deemed a proper expense of the Corporation.