



BYLAWS
OF
TENNESSEE WORLD AFFAIRS COUNCIL

ARTICLE I
GENERAL PROVISIONS

Section 1.1. Name. The name of the corporation is the Tennessee World Affairs Council, hereinafter referred to as “Corporation.”

Section 1.2 Purpose. The Tennessee World Affairs Council is organized exclusively for educational purposes under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code. It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future federal tax laws (hereinafter referred to as the "Code"), as an organization described in Section 501(c)(3) of the Code.

Section 1.3. Corporate Office. The principal office for the transaction of the business of the Corporation shall be located at Belmont University, 1900 Belmont Blvd., Nashville, Tennessee 37212. The Corporation may have such other offices, either within or without the State of Tennessee, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

Section 1.4. Registered Office. The registered office of the Corporation required to be maintained in the State of Tennessee by the Tennessee Nonprofit Corporation Act, as amended from time to time (the “Act”) may, but need not, be identical with the principal office in the State of Tennessee; and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
MEMBERS

Section 2.1. No Members. The Corporation shall not have members.

ARTICLE III DIRECTORS

Section 3.1. General Powers. The affairs of the Corporation shall be managed by the board of directors who shall have and may exercise all of the powers of the Corporation.

Section 3.2. Number and Qualifications. The authorized number of directors shall consist of not less than 12 nor more than 24 directors, as the board of directors shall determine. Subject to the maximum limit specified above, the actual number of directors may be increased by resolution of the board of directors. Terms of directors shall be staggered such that the term of not more than 1/3 of the directors shall expire in any year. Directors must be natural persons of majority age.

Section 3.3. Election and Term of Directors. The directors shall usually be elected at the annual meeting of the directors. In the event the board of directors considers it necessary, nominations for the board of directors may be considered at a regular meeting of the board. Each director shall hold office for a period of three years from the date of his or her election, and thereafter until his or her respective successor is chosen and qualified or until his or her earlier death, resignation or removal. Directors may be re-elected to up to one additional successive term and may serve as one or more officers. Directors who have completed two consecutive terms may be considered for reelection to the board of directors after an absence of one year.

Section 3.4. Resignation and Removal. A director may resign by delivering written notice to the board of directors or the president of the Corporation. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. Any director may be removed from office with or without cause by vote of a majority of the directors then in office. A director may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors.

Section 3.5. Vacancies. If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the board of directors may fill the vacancy; provided, that if the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy only by the affirmative vote of a majority of all the directors remaining in office or by the sole remaining director. A director elected to fill a vacancy shall hold office until the end of the unexpired term that such director is filling, or until such director's death, resignation, removal or disqualification, or until such director's successor is elected and qualifies.

Section 3.6. Compensation. Directors shall not receive any compensation for their services as members of the Board of Directors. However, directors may, if authorized by the board of directors, be reimbursed for necessary expenses, including travel expenses, reasonably incurred by them in the performance of their duties as directors.

Section 3.7. Advisors and Other Supporters of the Corporation. The directors may designate certain persons or groups of persons as one or more categories of sponsors,

benefactors, contributors, advisors or friends of the Corporation or such other title as they deem appropriate (“Advisors”). Advisors shall serve in an honorary capacity for such term as the directors may determine. In the absence of any such determination, an Advisor shall serve until the next annual meeting of directors or special meeting in lieu thereof. Advisors shall not be members or directors of the Corporation and shall not have any right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall not have any other rights or responsibilities.

ARTICLE IV MEETINGS OF DIRECTORS

Section 4.1. Place of Meetings. All meetings of the board of directors shall be held in Tennessee, at such place as the board of directors may determine.

Section 4.2. Annual Meeting. The annual meeting of the board of directors, for the purpose of electing officers, approving committee chairs, approving a budget for the year, and transacting other business, shall be held at such time and places as the board of directors may determine.

Section 4.3. Regular Meetings. Additional regular meetings of the directors may be held at such places and times as the directors may from time to time determine.

Section 4.4. Special Meetings. Special meetings of the directors may be held at any time designated when called by the president or a majority of the directors. Such meetings must be held within Davidson County, Tennessee.

Section 4.5. Notice of Meetings. Notice of all special meetings of the directors shall be given to each director by the secretary, or, in case of the death, absence, incapacity or refusal of the secretary, by the officer or directors calling the meeting. Such notice shall be given to each director in person or by telephone, telegram, facsimile transmission, e-mail or other electronic means sent to such director’s business or home address at least 24 hours in advance of the meeting, or by mail addressed to such business or home address and sent at least five days in advance of the meeting. Except as required by law, notice of any meeting of directors need not be given: (i) to any director who, either before or after the meeting, delivers a written waiver of notice, executed by the director, which is filed with the records of the meeting; or (ii) to any director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any regular or special meeting unless otherwise required by law, the Charter or these bylaws.

Section 4.6. Quorum. A quorum of the board of directors consists of a majority of the directors in office immediately before a meeting begins; provided that in no event shall a quorum consist of fewer than the greater of 1/3 of the number of directors in office or at least 2 directors, whichever is greater.

Section 4.7. Matter of Acting. The board of directors shall only take action by the unanimous, affirmative vote of the directors.

Section 4.8. Meeting via Communications Equipment. The board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. Any director participating in a meeting by this means is deemed present in person at the meeting.

Section 4.9. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if a written consent, including electronic means such as email, thereto is signed by all the directors or all the members of the applicable committee and filed with the records of the meetings of the directors. Any such written consent shall be treated for all purposes as a vote at a meeting.

Section 4.10. Director Conflict of Interest Transactions. A conflict of interest transaction is a transaction with the Corporation in which a director of the Corporation has a direct or indirect interest. For purposes of this section, a director has an indirect interest in a transaction if, but not only if: (a) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction, or (b) another entity of which the director is a director, officer, or trustee is a party to the transaction. A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction was fair at the time it was entered into or is approved in advance as hereinafter provided. A transaction in which a director has a conflict of interest may be approved in advance by the vote of the board of directors or a committee of the board if: (a) the material facts of the transaction and the director's interest are disclosed or known to the board or committee of the board; and, (b) the directors approving the transaction in good faith reasonably believe that the transaction is fair to the Corporation. For purposes of this section, a conflict of interest transaction is approved if it receives the affirmative vote of a majority of the directors on the board or on the committee, who have not direct or indirect interest in the transaction, but a transaction may not be approved under this section by a single director. If a majority of the directors on the board who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as hereinabove provided. In addition to the foregoing, each director, as a condition to serving in such capacity, must sign a memorandum of understanding concerning the Corporation's policies related director conflict of interest transactions in such form as may be prescribed from time to time by the board of directors.

ARTICLE V COMMITTEES OF THE BOARD

Section 5.1. Executive Committee. The Executive Committee shall:

(a) have full authority to act in the place and with the authority of the Board of Directors subject only to the limitations of law, the Charter and the bylaws of the Corporation and the votes of the Board of Directors;

(b) carry out such other duties and responsibilities as the board may delegate to it from time to time;

(c) consist of no less than five members of the board; any director who is not a member of the Executive Committee may attend Committee meetings as a non-voting participant. The members of the Executive Committee shall include the chairman, president, vice president, immediate past chairman, treasurer, and secretary. Other members of the Executive Committee shall be elected by the board for one year terms.

Section 5.2. Audit and Finance Committee. The Audit and Finance Committee shall:

(a) oversee all matters pertaining to the financial operations of the Corporation including review of the annual operating budget, the annual audit (which audit shall be performed by an independent public accounting firm), the banking procedures established for the Corporation's accounts, and accounting oversight of the Corporation's investments and, at the board's request, make reports and recommendations to the board concerning such matters; and

(b) carry out such other duties and responsibilities as the board or the Executive Committee may request of it from time to time.

(c) The Audit and Finance Committee shall consist of no less than three members of the Board of Directors and shall include the Treasurer of the Corporation. The members of the Audit and Finance Committee shall be elected by the board for one year terms.

Section 5.3 Other Committees. The Board of Directors, by vote of a majority of the directors then in office, may elect such other committees in addition to those specified herein as they may from time to time determine necessary or advisable. Each of the other committees will be comprised of three or more directors of the Corporation, as the directors may from time to time determine necessary or advisable, and the Board of Directors may delegate, to the extent permitted by law, the Charter or these bylaws, such powers and duties thereto as the Board of Directors may deem advisable. At any meeting of a committee, a quorum for the transaction of all business properly before the meeting shall consist of a majority of the members of such committee. Any committee may, subject to the approval of the Board of Directors, make further rules for the conduct of its business. However, unless otherwise provided by vote of the Board of Directors or by rules established by the Board of Directors, the business of any committee shall be conducted as nearly as possible in the same manner, including without limitation, the power to act by unanimous written consent and to conduct meetings by telephone conference, as is provided in these bylaws for the Board of Directors. The members of any committee shall remain in office at the pleasure of the directors.

ARTICLE VI OFFICERS

Section 6.1. Officers. The officers of the Corporation shall consist of a chairman, vice chairman, executive director, treasurer, secretary and such other officers as the directors may from time to time determine. An officer may, but need not be, a director. Any two or more offices may be held by the same person.

Section 6.2. Election and Term of Office. The chairman, vice chairman, treasurer, and secretary shall be elected to a two-year term by the directors at the annual meeting in the year in which a vacancy occurs. Subject to the terms of any written Agreement between the Executive Director and the Corporation, the Executive Director shall also be appointed annually by the Directors. Any other officers determined necessary or desirable by the directors may be elected by the directors. Except as otherwise provided by law, the Charter or these bylaws, all officers shall hold office until the next annual meeting on their second anniversary in office. They shall serve until their respective successors are duly elected and qualified, unless a shorter term is specified in the vote electing or appointing them. The directors shall elect a successor if the office of the president, treasurer or secretary becomes vacant. The directors may elect a successor if any other office becomes vacant.

Section 6.3. Resignation and Removal. Any officer may resign by delivering a written resignation to the president or secretary or to the Corporation at its principal office and such resignation shall be effective upon receipt, unless it is specified to be effective at some later time. The directors may remove any officer, with or without cause, by a vote of a majority of the directors then in office. An officer may be removed for cause only after reasonable notice and an opportunity to be heard by the Board of Directors.

Section 6.4. The Chairman. The chairman shall be chosen by the directors from their own number. The chairman shall preside at all meetings of the Board of Directors and shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these bylaws or by the directors. The Vice Chairman shall act in place of the Chairman during the absence of the Chairman during meetings of the Board or other necessary conditions.

Section 6.5. Executive Director. The executive director shall, subject to the direction and control of the Board of Directors, conduct the general affairs of the Corporation. The executive director shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these bylaws or by the directors, or as may be set forth in any written agreement between the Executive Director and the Corporation. The Executive Director shall serve as a non-voting ex officio member of the Board of Directors.

Section 6.8. Treasurer. The treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the Corporation, and shall keep full and accurate books of account. The treasurer shall maintain custody of all funds, securities and valuable documents of the Corporation, except as the directors may otherwise provide. The treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these bylaws or by the directors.

Section 6.9. Secretary. The secretary shall record and maintain, or cause to be recorded and maintained, records of all proceedings of the directors in a book or series of books kept for that purpose, which book or books shall be kept within the principal office of the Corporation or at the office of its secretary or of its resident agent and shall be open at all reasonable times to inspection by any director or officer. Such book or books shall also contain records of all meetings of the sole incorporator and the original, or attested copies, of the Charter and bylaws and names of all directors and the address of each. The secretary also shall give such notices of meetings of directors as are required by these bylaws. The secretary shall have such other

powers and duties as are usually incident to that office and as may be vested in that office by these bylaws or by the directors. In the absence of the secretary from any meeting of directors, a temporary secretary designated by the person presiding at the meeting shall perform the duties of the secretary.

Section 6.10. Other Officers. Other officers shall have such duties and powers as may be designated from time to time by the directors.

Section 6.11. Indemnification. The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, or who is immune from suit under the provisions of Tennessee Code Annotated §48-58-601, in the defense of any proceeding to which the director was a party because he or she is or was a director of the Corporation, against reasonable expenses actually incurred by the director in connection with the proceeding. In addition, if an individual is made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation, the board of directors shall, to the extent permitted by law, authorize the Corporation to advance expenses to such individual and/or indemnify such individual against liability incurred in the proceeding.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 7.1. Execution of Instruments. Any contracts, deeds, leases, bonds, notes, checks and other instruments of an amount or value up to and including \$10,000 that are authorized to be executed by an officer of the Corporation on its behalf shall be signed by the president, the executive director or the treasurer, and any contracts, deeds, leases, bonds, notes, checks and other instruments over \$10,000 that are authorized to be executed by an officer of the Corporation on its behalf shall be signed by the president and the treasurer, except as the directors may generally or in particular cases otherwise determine.

Section 7.2. Fiscal Year. The fiscal year of the Organization shall begin on July 1 and end on June 30 of each year.

Section 7.3. Amendments. These bylaws may be amended by a two-thirds (2/3) vote of the board of directors at any regular or special meeting provided notice for the meeting includes the proposed amendments. Any proposed amendments shall be submitted to the board of directors in writing, at least seven (7) days in advance of the meeting at which they are to be acted upon.

Section 7.4. Financial Reports. The books of the Corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the board of directors.

Section 7.5. Corporate Minutes and Records. The Corporation shall keep as permanent records minutes of all meetings of its board of directors, a record of all actions taken by the directors without a meeting, and a record of all actions taken by any committees of the board of directors. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The Corporation shall keep a copy of the following records at its principal office: (a) its articles of incorporation or restated articles of

incorporation and all amendments to them currently in effect; (b) its bylaws or restated bylaws and all amendments to them currently in effect; (c) a list of the names and business or home addresses of its current directors and officers; and, (d) its most recent annual report delivered to the secretary of state, as required by the Act. The minutes and records described above shall be made available for inspection by current directors of the Corporation during normal business hours. In addition, to the extent required by applicable law, the Corporation shall make available for inspection during regular business hours, by any individual, copies of: (i) any application filed with and any letter or other document issued by the Internal Revenue Service with respect to the tax exempt status of the Corporation; and, (ii) the annual returns filed with the Internal Revenue Service for the three (3) most recent years (to the extent the Corporation is required to file such returns); provided, that the names and addresses of contributors to the Corporation may be kept confidential.

Section 7.6. Investments. All money paid to the Corporation shall be placed in a general fund and deposited in financial institutions. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the board of directors without being restricted to the class of investments which a director or trustee is or may hereafter be permitted by law to make or any similar restriction; provided, that no action shall be taken by or on behalf of the Corporation if such action is a forbidden activity or would result in the denial of tax exempt status under Section 501(c)(4) of the Internal Revenue Code, as amended.

Section 7.7. Prohibited Activities. The Corporation is organized as a nonprofit corporation exclusively for charitable purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code, as amended. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation 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 in these articles of incorporation. Anything contained in these bylaws to the contrary notwithstanding, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by: (i) a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code, as amended, or any corresponding section of any future tax code; or, (ii) a corporation organized and existing under the Tennessee Nonprofit Corporation Act. On dissolution of the Corporation, any funds remaining shall be distributed to one or more charitable, educational, scientific or philanthropic organizations as defined by Section 501(c)(3) of the Code, to be selected by the board of directors.

7.8 No Loans To or Guaranties for Directors or Officers. The Corporation may not lend money to or guarantee the obligation of a director or officer of the Corporation, but the fact that a loan or guaranty is made in violation of this section does not affect the borrower's liability on the loan.

7.9 Effective Date. The amendments to the original bylaws of the Tennessee World Affairs Council are effective as July 26, 2023 as approved by a regular meeting of the Board of Directors.

Amended:

July 26, 2023

April 19, 2023

August 14, 2019

June 26, 2017

April 9, 2017