

**BY-LAWS**  
**OF**  
**BETTER CHOICE OF LIVING,**  
**A NON-PROFIT ORGANIZATION**

I. **ORGANIZATION.**

- A. The name of the organization shall be BETTER CHOICE OF LIVING.
- B. The organization may have a seal (logo).
- C. The organization may by vote of the membership body change its name, provided the Founder, Doris Witherspoon, approves any name change.

II. **PURPOSE.**

This organization was formed for the purpose of educating and assisting minorities, youth, senior citizens, disabled and all disadvantaged persons on better life choices including, but not limited to, education, economic, health and wellness and social enhancement.

III. **MEMBERSHIP.**

A. Membership is open to all people, minorities and others, no matter their orientation who are interested in improving themselves, minorities and others.

B. Any person or entity interested may become a Member by completing an application and paying dues under the then current structure of the organization. Members are eligible to hold an office.

C. There shall be individual, corporate and patron levels of Membership.

1. **Corporate:** Any business or civic organization interested in the advancement of this association may become a benefactor upon submission of an application and donation of \$500.00 or more with a minimum of the existing membership fee. The corporate membership shall designate an agent for communication purposes.

2. **Patron:** Patron membership is open to all who wishes to support BCOL mission, programs and services with Gifts of \$200.00 or more annually.

#### IV. DUES.

The Board of Directors shall set dues for the organization from time to time, which dues shall be payable by Members on the first day of each month. Alternatively, dues may be paid annually at the election of the Member. Members must be current on payment of dues to be in good standing.

#### V. BOARD OF DIRECTORS.

##### A. Powers and Duties.

All corporate powers shall be exercised by or under the authority of and the business and affairs of the Corporation. The Executive Committee shall be comprised of the Officers of the Corporation and they shall manage the day to day affairs of the Corporation and shall meet monthly or such time as determined by the president or his or her representative.

##### B. Number and Term.

1. Number and Election. The Board of Directors shall be self perpetuating and shall consist of no fewer than three (3) or more than twenty (20) members. The exact number of directors, within the minimum and maximum, or the range for the size of the board, or whether the size of the Board shall be fixed or variable-range, may be fixed, changed or determined from time to time by the Board of Directors. The members of the Board of Directors for each ensuing year shall be elected by the members of the Board of Directors then in office at the annual meeting of the Board of Directors.

2. Term. Directors shall be elected at the first annual meeting of Board of Directors and at each annual meeting thereafter. The terms of the initial directors shall expire at the first meeting of the Board of Directors at which directors are elected. The terms of all other directors expire at the next annual meeting of the Board of Directors following their election/appointment. Despite the expiration of a director's term, such director shall continue to serve until a successor is elected and qualifies or until there is a decrease in the number of directors.

##### C. Meetings; Notice.

The Board of Directors may hold annual regular and special meetings wither within or without the State of Tennessee. Unless the Charter otherwise provides, 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. A director participating in a meeting by this means is deemed to be present in person at the meeting.

1. Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held on the 3<sup>rd</sup> Saturday of May of each year. Regular meetings will be held on the 1<sup>st</sup> Saturday of each Month or on such other date as the Board of Directors may fix but not

later than one hundred twenty (120) days following the end of the corporation's fiscal year and regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting.

2. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson, the President or any two (2) directors. Unless the Charter otherwise provides, special meetings must be preceded by at least two (2) days notice of the date, time, place and purpose of such meeting.

3. Adjourned Meetings. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one month in any one adjournment.

4. Waiver of Notice. A director may waive any required notice before or after the date and time stated in the notice. Except as provided in the next sentence, the waiver must be in writing, signed by the director and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to such director of such meeting unless the director at the beginning of the meeting ( or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action at the meeting.

D. Quorum.

Unless the Charter requires a greater number, a quorum of the Board of Directors consists of a majority of the fixed number of directors if the corporation has a fixed board size or a majority of the number of directors prescribed, or if no number is prescribed, the number in office immediately before the meeting begins, if the corporation has a variable range board.

E. Voting.

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 Charter or these By-Laws require the vote of a greater number of directors. A director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to such action unless:

1. Such director objects at the beginning of the meeting (or promptly upon his arrival) to holding the meeting or transacting business at the meeting;

2. Such director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

3. Such director delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

4. At all meetings of the Directors, voting will be by voice vote within an AYE or NAY, as appropriate. However, at the discretion of the Board Chair, there may be an appropriate time for voting to be made by ballot, in which case ballots will be provided to the Directors for their vote and voting will be counted aloud by the Chairman and made a part of the minutes.

F. Action without Meeting.

Any action required or permitted by the Act to be taken at a Board of Directors meeting may be taken without a meeting. If all directors consent to taking such action without a meeting, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the Board of Directors. Such action must be evidenced by one or more written consents describing the action taken, at least one of which is signed by each director, indicating the director's vote or abstention on the action, which consents shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date.

G. Compensation.

Directors and members of any committees created by the Board of Directors shall serve without compensation. They shall, however, be entitled to reimbursement for any reasonable expenses incurred in attending Board meetings, provided approval has been obtained in advance by the Board.

H. Resignation.

A director may resign at any time by delivering written notice to the Board of Directors, the Chairperson or President, or to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

I. Vacancies.

Unless the Charter otherwise provides, if a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors or a vacancy resulting from the removal of a director with or without cause, either the members or the Board of Directors may fill such vacancy. If the directors remaining in office comprise of less than a quorum of the Board of Directors, they may fill such vacancy by the affirmative vote of a majority of all the directors remaining in office. If the vacant office was held by a director elected by an organization or other constituted body or by a voting group of members, only such organization, body or voting group shall be entitled to vote to fill the vacancy.

J. Removal of Directors.

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

## VI. COMMITTEES.

Unless the Charter otherwise provides, the Board of Directors may create one or more committees, each consisting of one or more members. Members of the committees of the Board of Directors which exercise powers of the Board of Directors must be members of the Board of Directors or they may be other natural persons. Such Committee members shall serve at the pleasure of the Board of Directors.

The creation of a committee and appointment of a member or members to it must be approved by the greater of (I) a majority of all directors in office when the action is taken, or (I) the number of directors required by the Charter or these By-Laws to take action.

Unless otherwise provided in the Act, to the extent specified by the Board of Directors or in the Charter, each committee may exercise the authority of the Board of Directors. However, no such committee shall (a) authorize distributions; (b) approve the dissolution or merger of the corporation, or sale pledge or transfer of all or substantially all of the assets of the corporation; or (d) adopt, amend or repeal these By-Laws. All such committees and their members shall be governed by the same statutory requirements regarding meetings, action without meetings, notice and waiver of notice, quorum and voting requirements as are applicable to the Board of Directors and its members.

## VII. OFFICERS.

### A. Number.

The officers of the corporation shall be the Founder, Chairperson/President, a Secretary and such other officers as may be from time to time appointed by the Board of Directors or by the Chairperson with the Board of Directors or by the Chairperson with the Board of Director's approval. One person may simultaneously hold more than one office except the President may not simultaneously hold the office of Secretary. The Founder, Doris Witherspoon, shall also be considered an officer and shall be included in all officer and director meetings and further has the VETO power for any and all actions taken by the corporation. This position shall remain in effect unless and until the resignation or death of Doris Witherspoon.

### B. Resignation and Removal.

An officer may resign at any time by delivering notice to the corporation. Such resignation is effective when such notice is delivered unless such notice specifies a later effective date. An officer's resignation does not affect the corporation's contract rights, if any with the officer.

The Board of Directors may remove any officer at any time with or without cause, but such removal shall not prejudice the contract rights, if any, of the person so removed.

C. Vacancies.

Any vacancy in an office from any cause may be filled for the unexpired portion of the term by the Board of Directors.

D. Duties.

1. Founder. The Founder, Doris Witherspoon, shall be a part of the Executive Committee and shall be included in all Executive Committee meetings and Board meetings, and shall have a VETO power over any and all decisions. This Office/Position shall remain in effect until Doris Witherspoon resigns or upon her death and not vote of the Board or Membership may remove this power or this position.

2. Chairperson/President. The Chairperson shall preside at all meetings of the members and the Board of Directors, shall be the Chief Executive Officer of the corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties as the Board of Directors may from time to time prescribe.

3. Vice President. The Vice President or Vice Presidents (if any) shall be active executive officers of the corporation, shall assist the Chairperson and the President in the active management of the business, and shall perform such other duties as the Board of Directors may from time to time prescribe.

4. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall prepare and record all votes and all minutes of all such meetings in a book to be kept for that purpose; the Secretary shall perform like duties for any committee when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors when required. The Secretary shall have the responsibility of authenticating records of the corporation. The Secretary shall perform such other duties incident to the office of Secretary or as prescribed from time to time by the Board of Directors.

5. Treasurer. The Treasurer shall have the custody of the corporation's funds and securities, shall keep or cause to be kept a full and accurate account of receipts and disbursements in books belonging to the corporation, and shall deposit or cause to be deposited 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 or cause to be disbursed the funds of the corporation as required in the ordinary course of business or as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairman, the President and directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and the financial condition of the corporation. The Treasurer shall perform such other duties as may be incident to the office or as prescribed from time to time by the Board of Directors. The Treasurer shall give the corporation a bond, if required by the Board of Directors, in a sum and with one or more

sureties satisfactory to the Board for the faithful performance of the duties of the 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.

6. Parliamentarian. The Parliamentarian shall ensure the organization's adherence to Roberts Rules of Order, and will make recommendations regarding modifications and amendments to these By-Laws. The Parliamentarian will also keep all members informed of any changes or proposed changes to these By-Laws.

7. Other Officers. Other officers designated by the Board of Directors shall exercise such powers and perform such duties as may be delegated to them.

8. Delegation of Duties. In case of the absence or disability of any officer of the corporation or of any person authorized to act in such officer's place, the Board of Directors may from time to time delegate the powers and duties of such officer to any officer, or any director, or any other person whom it may select, during such period of absence or disability.

#### VIII. EXECUTIVE COMMITTEE.

The Officers shall make up the Executive Committee which shall meet monthly and manage the day to day affairs of the Corporation.

#### IX. INDEMNIFICATION.

##### A. Indemnification and Advancement of Expenses.

The corporation shall indemnify every person who is or was a party or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, agent or trustee of another corporation or of a partnership, joint venture, trust, employee benefit plan or other enterprise, including service on a committee formed for any purpose (and, in each case, his or her heirs, executors and administrators), against all expense, liability and loss (including counsel fee, judgments, fines, ERISA excise taxes, penalties, and amounts paid in settlement) actually and reasonably incurred or suffered by such person in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law, as in effect on the date hereof and as hereafter amended. Such indemnification may include advances of expenses in advance of final disposition of such action, suit or proceeding, subject to the provision of any applicable statute.

##### B. Insurance.

The corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a director, officer, employee or agent of the corporation, or who, while

a director, officer, employee or agent of the corporation, is or was serving at the request of the corporation's Board of Directors or its Chief Executive Officer as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under this Article or the Act.

X. CORPORATE ACTIONS.

A. Contracts.

Unless otherwise required by the Board of Directors, the Chairperson, the President or any Vice President or the Treasurer shall execute contracts or other instruments on behalf of or in the name of the corporation. The Board of Directors may from time to time authorize any other officer, assistant officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation as it may deem appropriate and such authorize may be general or confined to specific instances.

B. Loans.

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Chairperson, the President, the Treasurer or the Board of Directors. Such authority may be general or confined to specific instances.

C. Checks, Drafts, etc.

Unless otherwise required by the Board of Directors, all checks, drafts, bills of exchange and other negotiable instruments of the corporation shall be signed by either the Chairperson, the President a Vice President, the Treasurer or such other officer, assistant officer or agent of the corporation as may be authorized so to do by the Board of Directors. Such authority may be general or confined to specific business, and, if so directed by the Board, the signatures of two or more such officers may be required.

D. Deposits.

All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may authorize.

XI. FISCAL YEAR.

The fiscal year of the corporation shall be determined by the Board of Directors, and in the absence of such determination, shall be the calendar year.

XII. NOTICE.

Unless otherwise provided for in these By-Laws or the Act, any notice required shall be in writing except that oral notice is effective if it reasonable under the circumstances and not prohibited by the Charter or these By-Laws. Notice may be communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, or by the mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television or other form of public broadcast communication. Written notice to a domestic or foreign corporation authorized to transact business in Tennessee may be addressed to its registered agent at its registered office or to the corporation or its secretary at its principal office as shown in its most recent annual report or, in the case of a foreign corporation that has not yet delivered an annual report, in its application for a certificate of authority.

### XIII. AMENDMENTS.

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than seventy percent (70%) of the Board of Directors of the corporation in good standing, provided notice of any such amendments is given at the prior meeting or included in the notice of called meeting for such purposes.

These By-Laws were duly adopted on the 18th day of May, 2014 by the Board of Directors at a duly called meeting with proper notice.

\*\*\*\*The original signatures are on file at BCOL Headquarters\*\*\*\*