

BYLAWS
CREATIVE COMPASSION, INC.

ARTICLE I – NAME: The name of the company shall be CREATIVE COMPASSION, INC.

ARTICLE II – PURPOSE: The purposes for which the corporation is organized are:

1. To respond to the Gospel of Jesus Christ by promoting social justice, being a friend and advocate for the poor, and offering individuals and churches opportunities to actively express their faith through service to the poor and underprivileged.
2. To advocate for, promote, develop, and operate programs which improve the quantity and/or quality of housing and home ownership opportunities available and affordable to lower income families.
3. To conduct research, disseminate information, provide technical assistance to churches and other educational/charitable organizations, and operate educational and service projects designed to improve the conditions of the poor, the homeless and ill-housed, the unemployed and underemployed, the disadvantaged and underprivileged, and the victims of discrimination and injustice.
4. To exercise all the powers conferred upon such corporations under the Tennessee Nonprofit Corporation Act in order to accomplish its charitable and educational purposes.
5. To operate exclusively for charitable and educational purposes as a tax-exempt corporation as defined in Section 501©(3) of the Internal Revenue Code, and never to possess or exercise any power or authority either expressly, by interpretation, or operation of law that would prevent the Corporation from qualifying or continuing to qualify, as a corporation described in Section 501©(3) of the Code; nor to engage directly or indirectly in any activity which would cause the loss of such qualifications.

ARTICLE III – BOARD OF DIRECTORS:

1. The Board of Directors (“Board”) shall constitute the governing body of the Corporation, and shall manage, control, and direct the affairs and property of the Corporation, and subject to these Bylaws shall have all power necessary to carry out the purposes of the Corporation.
2. The Board shall have not less than eight (8) and not more than fourteen (14) members, and shall be composed as follows:
 - a. Six (6) to twelve (12) voting members, each of whom shall be elected by the Board for a term of three (3) years, and whose terms of office shall be divided into three (3) rotating classes so that approximately one-third are elected each year;
 - b. The Executive Director who shall serve as ex-officio but without vote during her/his term of office;
 - c. The Founder/Executive Director Emeritus who shall have lifetime membership on the Board with voting privilege.

ARTICLE III (continued):

3. At least one-third of the Board membership shall be representatives of lower income families or communities. Such persons may either be lower income themselves or residents of lower income communities. Lower income shall be defined as a family with an income or a community with a median income that is no greater than eighty percent (80%) of the median family income for the state of Tennessee.
4. New Board members shall be elected by the sitting Board at its Annual Meeting. Vacancies which occur for any reason other than the expiration of a Board member's term may be filled at any meeting of the Board. A person so elected shall serve the unexpired term of the person replaced. A Board member may be removed for just cause by two-thirds vote of the members present at any meeting of the Board, provided that all Board members have been notified at least ten (10) days prior to such action of the charges and/or reasons for such removal. No such notification shall be required in the case of death or resignation of a Board member. New Board members shall be seated at the first meeting they attend following their election to the Board. Board members whose terms are expiring shall remain seated until their successors are qualified and seated.
 - a. New Board member candidates shall only be considered for election when he/she meets either of the following criteria: (1) candidate has actively served at least one (1) year on a volunteer committee associated with the Corporation, or (2) receives nomination from two (2) currently seated Board members.
5. Subject to re-election by the Board, members of the Board may serve consecutive terms with no limitation.
6. Public officials and employees of a government entity will not comprise more than one-third (1/3rd) of the Board.
7. Officers and employees of a governmental entity cannot be officers or employees of CCI.

ARTICLE IV – MEETINGS:

1. The Board shall meet at least quarterly with the last regularly scheduled meeting each year being the Annual Meeting. The times and places for regular meetings shall be established by the Board. Special meetings may be called at any time by the Chairperson, or through the Chair by any three (3) members of the Board, provided that all Board members are notified at least ten (10) days in advance of the time, place, and reason(s) for such special meeting. No notice shall be required for regular meetings of the Board, provided that the time and place of such meetings have been announced at a previous Board meeting.
2. The quorum for meetings of the Board shall be thirty-three percent (33%) of the seated membership, provided that no quorum shall be established with fewer than five (5) voting members of the Board present.
3. No proxy voting will be allowed under any circumstances. Provision may be made for the polling of the Board membership by phone, email, or mail if such polling is deemed necessary by the Executive Committee.
4. It is expected of Board members to make their best effort to attend all meetings throughout the year. A Board member that misses fifty percent (50%) or more of the meetings in a given year, or misses three (3) consecutive regularly scheduled Board meetings in a row is equivalent to

resignation from the Board, unless the Board has been made aware of and votes to grant an exception for extenuating circumstances.

ARTICLE V – OFFICER:

1. The officers of the Board and Corporation shall be a President, Vice President, Secretary, and a Treasurer.
2. The President shall be elected annually by the Board and shall preside at meetings of the Board, and serve as Chair of the Executive Committee.
3. The Vice President shall be elected annually by the Board and shall serve as a member of the Executive Committee and in the absence of the President, preside at meetings of the Board or its Executive Committee.
4. The Secretary shall be elected annually by the Board and shall keep minutes of all Board meetings and report such minutes to the Board for its review, be responsible to see that all records of the Corporation are maintained properly and perform all other duties normally associated with such office.
5. The Treasurer shall be elected annually by the Board and shall be responsible to see that the book and accounts of the Corporation are properly maintained, to see that such books and accounts are reviewed annually by the Board and audited whenever deemed necessary by the Board.
6. The offices of Secretary and Treasurer may be combined in one person whenever such combination is deemed expedient by the Board.
7. Any officer may be removed from office for just cause by a two-thirds vote of the entire Board at any meeting, provided that the officer in question and all Board members have been notified at least ten (10) days in advance of such meeting of the charges and/or reasons for the proposed removal, and further provided that the officer in question is given the opportunity to answer any charges against her/him before the Board. Removal from office shall not affect a person's term as Director.
8. A vacancy in any office due to death, resignation, or removal for any other cause may be filled by the Board at its next regular meeting following creation of the vacancy, provided that a person so elected shall serve the unexpired term of the person replaced.

ARTICLE VI – COMMITTEES:

1. The Board shall have an Executive Committee composed of the officers of the Corporation, including the Executive Director, a representative of the one third Board Membership representing lower income families or communities, as per Article III, #3, plus sufficient additional members elected from the membership of the Board to constitute a total of five (5) voting members. The Quorum for said Executive Committee shall be three (3) voting members. The Executive Committee shall act for the Board during such time as the Board is not in session, and except as restricted by law or these Bylaws shall have all the authority of the Board in the management of the Corporation during such time. The Executive Committee shall keep records

of all its meetings and actions and shall report all actions at each regular and/or special meetings of the Board.

2. The Board may establish other committees whenever in its own judgment such committees are necessary or expeditious for its work. The Board shall establish the exact duties, authority, and duration of each committee it creates.
3. The Board shall adopt, abide by, and revise as necessary from time-to-time, the Low Income Beneficiary Advisory Process which involves, without limitation, the formal process for low-income program beneficiaries to advise Corporation and its Board on development of affordable housing.

ARTICLE VII – EXECUTIVE DIRECTOR/CHIEF EXECUTIVE OFFICER

1. The Board may employ an Executive Director to serve as the Chief Executive Officer of the Corporation. The Executive Director shall be appointed by the Board and shall serve at the pleasure of the Board. The Board, at its discretion, may establish a term of office for the Executive Director which, if so established, shall be not less than one (1) year nor more than three (3) years. The Executive Director shall be eligible for reappointment at the expiration of any such term of office established by the Board and may serve as many terms and/or years as the Board deems expedient. The Executive Director shall serve as ex officio but without vote as a member of the Board. Under the direction of the Board, and/or its Executive Committee, the Executive Director shall have supervision over the activities of the Corporation and shall recommend to the Board means and measures to fulfill the purposes of the Corporation.
2. The Executive Director shall be responsible for carrying out all policies and programs established by the Board for the employment of other staff necessary to operate the Corporation pursuant to the policies established by the Board.

ARTICLE VIII – AMENDMENTS:

These Bylaws may be altered, amended, and/or repealed and new Bylaws adopted by a majority vote of the entire seated Board membership at any meeting of the Board, provided that at least ten (10) days written notice is given to each Board member of the intended alteration, amendment, and/or repeal, or of new Bylaws to be adopted at such meeting, and further provided that no Bylaw (s) shall be adopted which is (are) in violation of the Charter of the Corporation.

ARTICLE IX – DISSOLUTION:

This Corporation shall be perpetual, but may be terminated at any time by action of the Board of Directors. Upon such termination, the Directors shall promptly distribute the entire property and assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, to qualified recipients under the Charter of this Corporation. Qualified recipients under the terms of said Charter shall mean only organizations described in Section 501©(3) of the Internal Revenue Code.

ARTICLE X – MISCELLANEOUS PROVISIONS:

1. **COMPENSATION:** The Board shall set the compensation for the Executive Director/CEO annually. Compensation paid to other employees of the Corporation shall be in accordance with the scale recommended by the Executive Director/CEO and adopted by the Board. The Board may provide for reimbursement of expenses incurred by officers or Board members for the performance of their official duties, and for honoraria to be paid to Board members not otherwise compensated for extra-ordinary services rendered by the Corporation.
2. **SIGNATORIES:** All checks, drafts, or orders for payment, and any legal documents shall be signed by such officer, officers, or other agents of the Corporation as the Board from time to time may designate.
3. **BONDING:** All officers or agents of the Corporation shall be bonded.
4. **GIFTS:** The Board may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise which in its judgment would violate the Charter of this Corporation.
5. **FISCAL YEAR:** The Fiscal Year of the Corporation shall be from January 1 – December 31, or as otherwise fixed by the Board.
6. **AUDIT:** The Treasurer shall cause the books and accounts of the Corporation to be audited whenever requested to do so by the Board, or whenever required to do so by any contract, grant, agreement, or other instrument to which the Corporation is a party.
7. **RECORDS:** The Executive Director/Chief Financial Officer in consultation with the Secretary shall see that all Board minutes and other records of the Corporation are maintained in good order at all times. Such records shall be open to inspection by any Board member upon reasonable notice.
8. **SERVICE AREA:** The designated service area for Corporation shall be primarily in counties covering the Upper Cumberland Development District, which consists approximately fourteen (14) counties including Cannon, Clay, Cumberland, DeKalb, Fentress, Jackson, Macon, Overton, Pickett, Putnam, Smith, Van Buren, Warren, and White Counties, Tennessee.