

## Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

2005

Open to Public  
Inspection

A For the 2005 calendar year, or tax year beginning 7/1/2005, and ending 6/30/2006

## B Check if applicable

- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Final return
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

## C Name of organization

NASHVILLE CONFLICT RESOLUTION CENTER

Number and street (or P O box if mail is not delivered to street address)

315 UNION STREET

Room/suite

STE 800

City or town

NASHVILLE

State or country

TN

ZIP + 4

37201-1422

## D Employer identification number

62-1828238

## E Telephone number

615-242-9272

F Accounting method: ☐ Cash ☒ Accrual☐ Other (specify) ▶

● Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? ☐ Yes ☒ No

H(b) If "Yes," enter number of affiliates ▶

H(c) Are all affiliates included? ☐ Yes ☒ No

(If "No," attach a list. See instructions.)

H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No

I Group Exemption Number ▶ N/A

G Website: ▶ WWW.NASHBAR.ORG/NCRC

J Organization type (check only one) ▶ ☒ 501(c) ( 3 ) ◀ (insert no ) ☐ 4947(a)(1) or ☐ 527K Check here ☐ if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 12,037

M Check ☐ if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF)

## Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

1 Contributions, gifts, grants, and similar amounts received:					
a	Direct public support	1a		10,781	
b	Indirect public support	1b		0	
c	Government contributions (grants)	1c		0	
d	Total (add lines 1a through 1c) (cash \$ 10,781 noncash \$ 0)	1d		10,781	
2	Program service revenue including government fees and contracts (from Part VII, line 93)	2		1,256	
3	Membership dues and assessments	3		0	
4	Interest on savings and temporary cash investments	4		0	
5	Dividends and interest from securities	5		0	
6a	Gross rents	6a			
b	Less: rental expenses	6b			
c	Net rental income or (loss) (subtract line 6b from line 6a)	6c		0	
7	Other investment income (describe ▶ )	7		0	
8a	Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
b	Less: cost or other basis and sales expenses	8a	0	0	
c	Gain or (loss) (attach schedule)	8b	0	0	
d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8c	0	0	
8d				0	
9	Special events and activities (attach schedule) If any amount is from gaming, check here ▶ <input type="checkbox"/>				
a	Gross revenue (not including \$ 0 of contributions reported on line 1a)	9a		0	
b	Less: direct expenses other than fundraising expenses	9b		0	
c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c		0	
10a	Gross sales of inventory, less returns and allowances	10a		0	
b	Less: cost of goods sold	10b		0	
c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c		0	
11	Other revenue (from Part VII, line 103)	11		0	
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12		12,037	
Expenses	13 Program services (from line 44, column (B))	13		7,904	
	14 Management and general (from line 44, column (C))	14		3,111	
	15 Fundraising (from line 44, column (D))	15		12,101	
	16 Payments to affiliates (attach schedule)	16		0	
17	Total expenses (add lines 13 and 16, column (A))	17		23,116	
Net Assets	18 Excess or (deficit) for the year (subtract line 17 from line 12)	18		-11,079	
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19		22,078	
	20 Other changes in net assets or fund balances (attach explanation)	20		0	
	21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21		10,999	

15-18

3

**Part II Statement of Functional Expenses** All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ 0 noncash \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	22 0	0		
23	Specific assistance to individuals (attach schedule)	23 0	0		
24	Benefits paid to or for members (attach schedule)	24 0	0		
25	Compensation of officers, directors, etc.	25 0	0	0	0
26	Other salaries and wages	26 0	0	0	0
27	Pension plan contributions	27 0	0	0	0
28	Other employee benefits	28 2,017	0	2,017	0
29	Payroll taxes	29 73	0	73	0
30	Professional fundraising fees	30 12,000	0	0	12,000
31	Accounting fees	31 785	589	157	39
32	Legal fees	32 0	0	0	0
33	Supplies	33 78	59	16	3
34	Telephone	34 247	223	12	12
35	Postage and shipping	35 43	35	7	1
36	Occupancy	36 0	0	0	0
37	Equipment rental and maintenance	37 0	0	0	0
38	Printing and publications	38 350	298	35	17
39	Travel	39 100	60	35	5
40	Conferences, conventions, and meetings	40 0	0	0	0
41	Interest	41 0	0	0	0
42	Depreciation, depletion, etc. (attach schedule)	42 1,630	1,385	244	1
43	Other expenses not covered above (itemize):				
a	See attached statement	43a 5,793	5,255	515	23
b		43b 0	0	0	0
c		43c 0	0	0	0
d		43d 0	0	0	0
e		43e 0	0	0	0
f		43f 0	0	0	0
g		43g 0	0	0	0
44	Total functional expenses. Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44 23,116	7,904	3,111	12,101

**Joint Costs.** Check ☒ if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs \$ 0 ; (ii) the amount allocated to Program services \$ ; (iii) the amount allocated to Management and general \$ ; and (iv) the amount allocated to Fundraising \$



**Part III**    **Statement of Program Service Accomplishments** (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

<p>What is the organization's primary exempt purpose? ► <u>MEDIATION TRAINING AND SERVICES TO THE PUBLIC</u></p> <p>All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)</p>	<p><b>Program Service Expenses</b> (Required for 501(c)(3) and (4) orgs, and 4947(a)(1) trusts, but optional for others.)</p>
<p><b>a</b> <u>PROVIDE LOW OR NO-COST MEDIATION SERVICES AND CONFLICT RESOLUTION EDUCATION TO THE NASHVILLE COMMUNITY, PARTICULARLY THOSE IN UNDER-SERVED COMMUNITIES OR OTHERWISE DISADVANTAGED IN THE COURT SYSTEM.</u></p> <p>(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	<p>7,904</p>
<p><b>b</b> _____</p> <p>(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	
<p><b>c</b> _____</p> <p>(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	
<p><b>d</b> _____</p> <p>(Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	
<p><b>e</b> Other program services (attach schedule) (Grants and allocations \$ _____) If this amount includes foreign grants, check here ► <input type="checkbox"/></p>	
<p><b>f</b> <b>Total of Program Service Expenses</b> (should equal line 44, column (B), Program services) . . . . . ►</p>	<p>7,904</p>

**Part IV Balance Sheets (See the instructions.)**

		(A) Beginning of year		(B) End of year	
<b>Assets</b>	45 Cash—non-interest-bearing . . . . .		18,698	45	9,181
	46 Savings and temporary cash investments . . . . .		0	46	0
	47 a Accounts receivable . . . . .	47a	16		
	b Less: allowance for doubtful accounts . . . . .	47b	0	47c	16
	48 a Pledges receivable . . . . .	48a	0		
	b Less: allowance for doubtful accounts . . . . .	48b	0	48c	0
	49 Grants receivable . . . . .		0	49	556
	50 Receivables from officers, directors, trustees, and key employees (attach schedule) . . . . .		0	50	0
	51 a Other notes and loans receivable (attach schedule) . . . . .	51a	0		
	b Less: allowance for doubtful accounts . . . . .	51b	0	51c	0
	52 Inventories for sale or use . . . . .		0	52	0
	53 Prepaid expenses and deferred charges . . . . .		1,136	53	750
	54 Investments—securities (attach schedule) . . . . .		0	54	0
	55 a Investments—land, buildings, and equipment: basis . . . . .	55a	0		
	b Less: accumulated depreciation (attach schedule) . . . . .	55b	0	55c	0
56 Investments—other (attach schedule) . . . . .		0	56	0	
57 a Land, buildings, and equipment: basis . . . . .	57a	10,870			
b Less: accumulated depreciation (attach schedule) . . . . .	57b	7,930	4,570	57c	2,940
58 Other assets (describe . . . . . )		0	58	0	
59 <b>Total assets</b> (must equal line 74). Add lines 45 through 58 . . . . .		24,404	59	13,443	
<b>Liabilities</b>	60 Accounts payable and accrued expenses . . . . .		2,078	60	2,444
	61 Grants payable . . . . .		0	61	0
	62 Deferred revenue . . . . .		0	62	0
	63 Loans from officers, directors, trustees, and key employees (attach schedule) . . . . .		0	63	0
	64 a Tax-exempt bond liabilities (attach schedule) . . . . .		0	64a	0
	b Mortgages and other notes payable (attach schedule) . . . . .		0	64b	0
	65 Other liabilities (describe . . . . . )		248	65	0
66 <b>Total liabilities.</b> Add lines 60 through 65 . . . . .		2,326	66	2,444	
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.				
	67 Unrestricted . . . . .		22,078	67	8,374
	68 Temporarily restricted . . . . .		0	68	2,625
	69 Permanently restricted . . . . .		0	69	0
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.				
	70 Capital stock, trust principal, or current funds . . . . .		0	70	0
	71 Paid-in or capital surplus, or land, building, and equipment fund . . . . .		0	71	0
	72 Retained earnings, endowment, accumulated income, or other funds . . . . .		0	72	
	73 <b>Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21) . . . . .		22,078	73	10,999
	74 <b>Total liabilities and net assets/fund balances.</b> Add lines 66 and 73. . . . .		24,404	74	13,443

**Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return** (See the instructions.)

N/A

<b>a</b>	Total revenue, gains, and other support per audited financial statements		<b>a</b>	
<b>b</b>	Amounts included on line a but not on Part I, line 12:			
<b>1</b>	Net unrealized gains on investments	<b>b1</b>		
<b>2</b>	Donated services and use of facilities	<b>b2</b>		
<b>3</b>	Recoveries of prior year grants	<b>b3</b>		
<b>4</b>	Other (specify):	<b>b4</b>	0	
	Add lines <b>b1</b> through <b>b4</b>		<b>b</b>	0
<b>c</b>	Subtract line <b>b</b> from line <b>a</b>		<b>c</b>	0
<b>d</b>	Amounts included on Part I, line 12, but not on line a:			
<b>1</b>	Investment expenses not included on Part I, line 6b	<b>d1</b>		
<b>2</b>	Other (specify):	<b>d2</b>	0	
	Add lines <b>d1</b> and <b>d2</b>		<b>d</b>	0
<b>e</b>	Total revenue (Part I, line 12). Add lines <b>c</b> and <b>d</b>		<b>e</b>	0

**Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return** N/A

<b>a</b>	Total expenses and losses per audited financial statements		<b>a</b>	
<b>b</b>	Amounts included on line a but not on Part I, line 17:			
<b>1</b>	Donated services and use of facilities	<b>b1</b>		
<b>2</b>	Prior year adjustments reported on Part I, line 20	<b>b2</b>		
<b>3</b>	Losses reported on Part I, line 20	<b>b3</b>		
<b>4</b>	Other (specify):	<b>b4</b>	0	
	Add lines <b>b1</b> through <b>b4</b>		<b>b</b>	0
<b>c</b>	Subtract line <b>b</b> from line <b>a</b>		<b>c</b>	0
<b>d</b>	Amounts included on Part I, line 17, but not on line a:			
<b>1</b>	Investment expenses not included on Part I, line 6b	<b>d1</b>		
<b>2</b>	Other (specify):	<b>d2</b>	0	
	Add lines <b>d1</b> and <b>d2</b>		<b>d</b>	0
<b>e</b>	Total expenses (Part I, line 17). Add lines <b>c</b> and <b>d</b>		<b>e</b>	0

**Part V-A Current Officers, Directors, Trustees, and Key Employees** (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address			(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
Name	ATTACHMENT	Str	Title			
City	ST	ZIP	Hr/WK	0	0	0
Name		Str	Title			
City	ST	ZIP	Hr/WK			
Name		Str	Title			
City	ST	ZIP	Hr/WK			
Name		Str	Title			
City	ST	ZIP	Hr/WK			
Name		Str	Title			
City	ST	ZIP	Hr/WK			
Name		Str	Title			
City	ST	ZIP	Hr/WK			
Name		Str	Title			
City	ST	ZIP	Hr/WK			
Name		Str	Title			
City	ST	ZIP	Hr/WK			
Name		Str	Title			
City	ST	ZIP	Hr/WK			



**Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)**

	Yes	No
<b>75 a</b> Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings . . . . . 15		
<b>b</b> Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s) . . . . .	<b>75b</b>	X
<b>c</b> Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to this organization through common supervision or common control? . . . . . <b>Note.</b> Related organizations include section 509(a)(3) supporting organizations. If "Yes," attach a statement that identifies the individuals, explains the relationship between this organization and the other organization(s), and describes the compensation arrangements, including amounts paid to each individual by each related organization.	<b>75c</b>	X
<b>d</b> Does the organization have a written conflict of interest policy? . . . . .	<b>75d</b>	X

**Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits** (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions )

(A) Name and address	(B) Loans and Advances	(C) Compensation	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
Name <u>ATTACHMENT</u> Str _____ City _____ ST _____ ZIP _____	0	2,017	0	0
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				
Name _____ Str _____ City _____ ST _____ ZIP _____				

**Part VI Other Information (See the instructions.)**

	Yes	No
<b>76</b> Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity . . . . .	<b>76</b>	X
<b>77</b> Were any changes made in the organizing or governing documents but not reported to the IRS? . . . . . If "Yes," attach a conformed copy of the changes. <u>ATTACHMENT</u>	<b>77</b>	X
<b>78 a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? . . . . .	<b>78a</b>	X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	<b>78b</b>	N/A
<b>79</b> Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement . . . . .	<b>79</b>	X
<b>80 a</b> Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization? . . . . .	<b>80a</b>	X
<b>b</b> If "Yes," enter the name of the organization ► <u>NASHVILLE BAR ASSOCIATION</u> and check whether it is <input checked="" type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
<b>81 a</b> Enter direct and indirect political expenditures. (See line 81 instructions ) . . . . . <b>81a</b> 0	<b>81a</b>	
<b>b</b> Did the organization file Form 1120-POL for this year? . . . . .	<b>81b</b>	X



**Part VI Other Information (continued)**

		Yes	No
<b>82 a</b>	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	<b>82a</b> X	
<b>b</b>	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	<b>82b</b> 1,200	
<b>83 a</b>	Did the organization comply with the public inspection requirements for returns and exemption applications?	<b>83a</b> X	
<b>b</b>	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	<b>83b</b> X	
<b>84 a</b>	Did the organization solicit any contributions or gifts that were not tax deductible?	<b>84a</b>	X
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>84b</b> N/A	
<b>85</b>	<b>501(c)(4), (5), or (6) organizations.</b> a Were substantially all dues nondeductible by members?	<b>85a</b>	
<b>b</b>	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	<b>85b</b>	
<b>c</b>	Dues, assessments, and similar amounts from members	<b>85c</b>	
<b>d</b>	Section 162(e) lobbying and political expenditures	<b>85d</b>	
<b>e</b>	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	<b>85e</b>	
<b>f</b>	Taxable amount of lobbying and political expenditures (line 85d less 85e)	<b>85f</b> 0	
<b>g</b>	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	<b>85g</b>	
<b>h</b>	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	<b>85h</b>	
<b>86</b>	<b>501(c)(7) orgs.</b> Enter: a Initiation fees and capital contributions included on line 12	<b>86a</b>	
<b>b</b>	Gross receipts, included on line 12, for public use of club facilities	<b>86b</b>	
<b>87</b>	<b>501(c)(12) orgs.</b> Enter: a Gross income from members or shareholders	<b>87a</b>	
<b>b</b>	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>87b</b>	
<b>88</b>	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	<b>88</b>	X
<b>89 a</b>	<b>501(c)(3) organizations.</b> Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ N/A ; section 4912 ▶ N/A ; section 4955 ▶ N/A		
<b>b</b>	<b>501(c)(3) and 501(c)(4) orgs.</b> Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	<b>89b</b>	X
<b>c</b>	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0
<b>d</b>	Enter: Amount of tax on line 89c, above, reimbursed by the organization		N/A
<b>90 a</b>	List the states with which a copy of this return is filed ▶ TENNESSEE		
<b>b</b>	Number of employees employed in the pay period that includes March 12, 2005 (See instructions.)	<b>90b</b>	0
<b>91 a</b>	The books are in care of ▶ Name SALLY NORDLUND telephone no. ▶ 615-242-9272 Located at ▶ 315 UNION ST, STE 800 City NASHVILLE ST TN ZIP + 4 ▶ 37201-1422		
<b>b</b>	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	<b>91b</b>	X
<b>c</b>	At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country ▶	<b>91c</b>	X
<b>92</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶	<b>92</b> N/A	



**Part VII Analysis of Income-Producing Activities (See the instructions.)**

**Note:** Enter gross amounts unless otherwise indicated.

		Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
		(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
<b>93</b>	Program service revenue:					
<b>a</b>	<b>CONFLICT RESOLUTION TRAINING</b>					
<b>b</b>	<b>AND SERVICES</b>	0	0	0	0	1,256
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b>	Medicare/Medicaid payments					
<b>g</b>	Fees and contracts from government agencies					
<b>94</b>	Membership dues and assessments					
<b>95</b>	Interest on savings and temporary cash investments					
<b>96</b>	Dividends and interest from securities					
<b>97</b>	Net rental income or (loss) from real estate:					
<b>a</b>	debt-financed property					
<b>b</b>	not debt-financed property					
<b>98</b>	Net rental income or (loss) from personal property					
<b>99</b>	Other investment income					
<b>100</b>	Gain or (loss) from sales of assets other than inventory					
<b>101</b>	Net income or (loss) from special events					
<b>102</b>	Gross profit or (loss) from sales of inventory					
<b>103</b>	Other revenue: <b>a</b>					
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>104</b>	Subtotal (add columns (B), (D), and (E))		0		0	1,256
<b>105</b>	Total (add line 104, columns (B), (D), and (E))					1,256

**Note:** Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)**

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
<b>93A</b>	<b>THE ORGANIZATION PROVIDES CONFLICT RESOLUTION / MEDIATION SERVICES TO INDIGENT PEOPLE AND TRAINING PROGRAMS AND SESSIONS TO PEOPLE WORKING IN CONFLICT RESOLUTION PROGRAMS WITHIN THE COMMUNITY AND COURT SYSTEM.</b>

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)**

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)**

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- Note:** If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Please Sign Here**

Signature of officer: Susan W. Edwards Date: 12/06/2006

Type or print name and title: Nashville Conflict Resolution Center President

**Paid Preparer's Use Only**

Preparer's signature: Charles W. Demore, CPA Date: 11-27-06 Check if self-employed: ☒ Preparer's SSN or PTIN (See Gen. Inst. W): 413-92-0939

Firm's name (or yours if self-employed), address, and ZIP + 4: CHARLES WM. DEMORE, CPA EIN:

238 BLACKMAN ROAD, NASHVILLE, TN 37211 Phone no.: (615) 477-2941



**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Organization Exempt Under Section 501(c)(3)**

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),  
or 4947(a)(1) Nonexempt Charitable Trust

**Supplementary Information—(See separate instructions.)**

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

**2005**

Name of the organization

NASHVILLE CONFLICT RESOLUTION CENTER

Employer identification number

62-1828238

**Part I**

**Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				
	0	0	0	0
	0	0	0	0
	0	0	0	0
	0	0	0	0
	0	0	0	0
	0	0	0	0
Total number of other employees paid over \$50,000 ▶	0			

**Part II-A**

**Compensation of the Five Highest Paid Independent Contractors for Professional Services**

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		0
		0
		0
		0
		0
Total number of others receiving over \$50,000 for professional services ▶	0	

**Part II-B**

**Compensation of the Five Highest Paid Independent Contractors for Other Services**

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		0
		0
		0
		0
		0
Total number of other contractors receiving over \$50,000 for other services ▶	0	

For Paperwork Reduction Act Notice, see the Instructions for Form 990 and Form 990-EZ.

Schedule A (Form 990 or 990-EZ) 2005

(HTA)

**Part III** Statements About Activities (See page 2 of the instructions.)

	Yes	No
<b>1</b> During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ <u>0</u> (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)		X
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		
<b>2</b> During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
<b>a</b> Sale, exchange, or leasing of property?		X
<b>b</b> Lending of money or other extension of credit?		X
<b>c</b> Furnishing of goods, services, or facilities?		X
<b>d</b> Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?		X
<b>e</b> Transfer of any part of its income or assets?		X
<b>3 a</b> Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)		X
<b>b</b> Do you have a section 403(b) annuity plan for your employees?		X
<b>c</b> During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?		X
<b>4 a</b> Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		X
<b>b</b> Do you provide credit counseling, debt management, credit repair, or debt negotiation services?		X

**Part IV** Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only ONE applicable box.)

- 5** ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6** ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7** ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8** ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9** ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ► City ST Country
- 10** ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the Support Schedule in Part IV-A.)
- 11 a** ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
- 11 b** ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
- 12** ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the Support Schedule in Part IV-A.)
- 13** ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) sections 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization: ☐ Type 1 ☐ Type 2 ☐ Type 3

Provide the following information about the supported organizations (See page 6 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14** ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)



**Part IV-A Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting.***Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
<b>15</b> Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	510	26,506	52,267	41,760	121,043
<b>16</b> Membership fees received	0	0	0	0	0
<b>17</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	51,595	82,888	32,385	41,735	208,603
<b>18</b> Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	0	0	0	0	0
<b>19</b> Net income from unrelated business activities not included in line 18	0	0	0	0	0
<b>20</b> Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf	0	0	0	0	0
<b>21</b> The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge	0	0	0	0	0
<b>22</b> Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	0	0	0	0	0
<b>23</b> Total of lines 15 through 22	52,105	109,394	84,652	83,495	329,646
<b>24</b> Line 23 minus line 17	510	26,506	52,267	41,760	121,043
<b>25</b> Enter 1% of line 23	521	1,094	847	835	
<b>26</b> Organizations described on lines 10 or 11:	a Enter 2% of amount in column (e), line 24				25a 2,421
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts.					26b 47,579
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 121,043
d Add: Amounts from column (e) for lines:	18 0	19 0			
	22 0	26b 47,579			26d 47,579
e Public support (line 26c minus line 26d total)					26e 73,464
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 60.69%
<b>27</b> Organizations described on line 12:	a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year:				
(2004)	(2003)	(2002)	(2001)		
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:					
(2004)	(2003)	(2002)	(2001)		
c Add: Amounts from column (e) for lines:	15 0	16 0			
	17 0	20 0	21 0	27c 0	
d Add: Line 27a total	0	and line 27b total	0	27d 0	
e Public support (line 27c total minus line 27d total)					27e 0
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e)					27f 0
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g 0.00%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h 0.00%
<b>28</b> Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15					

**Part V****Private School Questionnaire (See page 7 of the instructions.)****(To be completed ONLY by schools that checked the box on line 6 in Part IV)**

	Yes	No
<b>29</b> Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? . . . . .	<b>29</b>	
<b>30</b> Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships? . . . . .	<b>30</b>	
<b>31</b> Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? . . . . . If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.) ..... ..... .....	<b>31</b>	
<b>32</b> Does the organization maintain the following:		
<b>a</b> Records indicating the racial composition of the student body, faculty, and administrative staff? . . . . .	<b>32a</b>	
<b>b</b> Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? . . . . .	<b>32b</b>	
<b>c</b> Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? . . . . .	<b>32c</b>	
<b>d</b> Copies of all material used by the organization or on its behalf to solicit contributions? . . . . .	<b>32d</b>	
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.) ..... .....		
<b>33</b> Does the organization discriminate by race in any way with respect to.		
<b>a</b> Students' rights or privileges? . . . . .	<b>33a</b>	
<b>b</b> Admissions policies? . . . . .	<b>33b</b>	
<b>c</b> Employment of faculty or administrative staff? . . . . .	<b>33c</b>	
<b>d</b> Scholarships or other financial assistance? . . . . .	<b>33d</b>	
<b>e</b> Educational policies? . . . . .	<b>33e</b>	
<b>f</b> Use of facilities? . . . . .	<b>33f</b>	
<b>g</b> Athletic programs? . . . . .	<b>33g</b>	
<b>h</b> Other extracurricular activities? . . . . .	<b>33h</b>	
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.) ..... ..... .....		
<b>34 a</b> Does the organization receive any financial aid or assistance from a governmental agency? . . . . .	<b>34a</b>	
<b>b</b> Has the organization's right to such aid ever been revoked or suspended? . . . . .	<b>34b</b>	
If you answered "Yes" to either 34a or b, please explain using an attached statement.		
<b>35</b> Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation . . . . .	<b>35</b>	



**Part VI-A****Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)(To be completed **ONLY** by an eligible organization that filed Form 5768)Check ☒ **a** ☐ if the organization belongs to an affiliated group. Check ☐ **b** ☐ if you checked "a" and "limited control" provisions apply**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred.)

		(a) Affiliated group totals	(b) To be completed for ALL electing organizations												
36	Total lobbying expenditures to influence public opinion (grassroots lobbying) . . . . .	36													
37	Total lobbying expenditures to influence a legislative body (direct lobbying) . . . . .	37													
38	Total lobbying expenditures (add lines 36 and 37) . . . . .	38	0												
39	Other exempt purpose expenditures . . . . .	39													
40	Total exempt purpose expenditures (add lines 38 and 39) . . . . .	40	0												
41	Lobbying nontaxable amount. Enter the amount from the following table—														
	<table border="0"> <tr> <td><b>If the amount on line 40 is—</b></td> <td><b>The lobbying nontaxable amount is—</b></td> </tr> <tr> <td>Not over \$500,000 . . . . .</td> <td>20% of the amount on line 40 . . . . .</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000 . . . . .</td> <td>\$100,000 plus 15% of the excess over \$500,000 . . . . .</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000 . . . . .</td> <td>\$175,000 plus 10% of the excess over \$1,000,000 . . . . .</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000 . . . . .</td> <td>\$225,000 plus 5% of the excess over \$1,500,000 . . . . .</td> </tr> <tr> <td>Over \$17,000,000 . . . . .</td> <td>\$1,000,000 . . . . .</td> </tr> </table>	<b>If the amount on line 40 is—</b>	<b>The lobbying nontaxable amount is—</b>	Not over \$500,000 . . . . .	20% of the amount on line 40 . . . . .	Over \$500,000 but not over \$1,000,000 . . . . .	\$100,000 plus 15% of the excess over \$500,000 . . . . .	Over \$1,000,000 but not over \$1,500,000 . . . . .	\$175,000 plus 10% of the excess over \$1,000,000 . . . . .	Over \$1,500,000 but not over \$17,000,000 . . . . .	\$225,000 plus 5% of the excess over \$1,500,000 . . . . .	Over \$17,000,000 . . . . .	\$1,000,000 . . . . .	41	0
<b>If the amount on line 40 is—</b>	<b>The lobbying nontaxable amount is—</b>														
Not over \$500,000 . . . . .	20% of the amount on line 40 . . . . .														
Over \$500,000 but not over \$1,000,000 . . . . .	\$100,000 plus 15% of the excess over \$500,000 . . . . .														
Over \$1,000,000 but not over \$1,500,000 . . . . .	\$175,000 plus 10% of the excess over \$1,000,000 . . . . .														
Over \$1,500,000 but not over \$17,000,000 . . . . .	\$225,000 plus 5% of the excess over \$1,500,000 . . . . .														
Over \$17,000,000 . . . . .	\$1,000,000 . . . . .														
42	Grassroots nontaxable amount (enter 25% of line 41) . . . . .	42	0												
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36 . . . . .	43	0												
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38 . . . . .	44	0												

**Caution:** If there is an amount on either line 43 or line 44, you must file Form 4720**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below

See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ►	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
45 Lobbying nontaxable amount . . . . .					0
46 Lobbying ceiling amount (150% of line 45(e)) . . . . .					0
47 Total lobbying expenditures . . . . .					0
48 Grassroots nontaxable amount . . . . .					0
49 Grassroots ceiling amount (150% of line 48(e)) . . . . .					0
50 Grassroots lobbying expenditures . . . . .					0

**Part VI-B****Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

	Yes	No	Amount
a Volunteers . . . . .		X	
b Paid staff or management (Include compensation in expenses reported on lines c through h.) . . . . .		X	
c Media advertisements . . . . .		X	
d Mailings to members, legislators, or the public . . . . .		X	
e Publications, or published or broadcast statements . . . . .		X	
f Grants to other organizations for lobbying purposes . . . . .		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body . . . . .		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means . . . . .		X	
i Total lobbying expenditures (Add lines c through h.) . . . . .			0

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.





**NASHVILLE CONFLICT RESOLUTION CENTER**  
**EIN 62-1828238**  
**FORM 990 - ATTACHMENT**  
**TAX YEAR ENDED 6/30/2006**

**Part II, Statement of Functional Expenses -**  
**Line 42, Depreciation and Amortization**

	Date Acquired	Original Cost	Estm Useful Life (Months)	Depreciation
<b>COMPUTER EQUIPMENT</b>				
Computer Software	04/19/02	\$ 80	0	\$ -
Quickbooks Software	10/03/02	299	36	25
Computer Hardware	10/09/02	2,418	36	197
Computer and Software	03/21/03	1,438	50	345
Total		<u>4,235</u>		<u>567</u>
<b>DISPLAY EQUIPMENT</b>				
Convention Display Panel	08/13/03	446	60	89
Total		<u>446</u>		<u>89</u>
<b>FURNITURE</b>				
Desk and Chair	10/11/01	617	84	117
Furniture	11/01/01	817	84	32
Furniture	11/13/01	222	84	58
Cabinet	09/20/02	403	84	57
Cabinet	10/30/02	403	84	62
Desk, Credenza, Filing Cabinet	03/20/03	437	84	26
Glass for Desk and Credenza	04/03/03	180	84	0
Total		<u>3,079</u>		<u>352</u>
<b>PROFESSIONAL LIABRARY</b>				
Training Resources	08/27/03	3,110	60	622
Total		<u>3,110</u>		<u>622</u>
<b>TOTAL</b>		<u>\$ 10,870</u>		<u>\$ 1,630</u>

**Part II - STATEMENT OF FUNCTIONAL EXPENSES -**  
**Line 43, Other Expenses**

	(A) Total	(B) Program Services	(C) Management and General	(D) Fund- raising
Program Expenses:				
NAFCM mediation grant	\$ 2,375	\$ 2,375	\$ -	\$ -
IOLTA mediation grant	556	556	-	-
Licenses and fees	695	625	70	-
Parking	50	43	5	2
Meals	-	-	-	-
Insurance	1,472	1,325	147	-
Professional development	71	64	7	-
Professional fees - training services	-	-	-	-
Noncapitalized equipment	200	150	40	10
Payroll administration fees	215	-	215	-
Other	159	117	31	11
	<u>\$ 5,793</u>	<u>\$ 5,255</u>	<u>\$ 515</u>	<u>\$ 23</u>

**NASHVILLE CONFLICT RESOLUTION CENTER**  
**EIN 62-1828238**  
**FORM 990 - ATTACHMENT**  
**TAX YEAR ENDED 6/30/2006**

**PART IV - Balance Sheets**

**Line 47. Accounts Receivable**

		(A) Beginning of Year	(B) End of Year
1	Unemployment tax refund receivable	0	16
2		0	0
	Total	0	16

**PART IV - Balance Sheets**

**Line 57a - Land, Buildings and Equipment**

		(A) Beginning of Year	(B) End of Year
1	Computer Equipment	4,235	4,235
2	Display Equipment	446	446
3	Furniture	3,079	3,079
4	Professional Library	3,110	3,110
5		0	0
	Total	10,870	10,870

**PART IV - Balance Sheets**

**Line 57b - Accumulated Depreciation**

		(A) Beginning of Year	(B) End of Year
1	Computer Equipment	3,318	3,885
2	Display Equipment	171	260
3	Furniture	1,671	2,023
4	Professional Library	1,140	1,762
9		0	0
	Total	6,300	7,930



**NASHVILLE CONFLICT RESOLUTION CENTER**

EIN 62-1828238

FORM 990 - ATTACHMENT

TAX YEAR ENDED 6/30/2006

**Part V - LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

	<b>A</b>	<b>B</b>	<b>C</b>	<b>D</b>	<b>E</b>
	<b>Name and Address</b>	<b>Title and Average Hours per Week Devoted to Position</b>	<b>Compensation</b>	<b>Contributions to Employee Benefit Plans &amp; Deferred Compensation</b>	<b>Expense Account and Other Allowances</b>
1	William Norton 315 Union St, Ste 800 Nashville, TN 37201	Chairman 8 hours per week	\$0	\$0	\$0
2	Laurie Jewett 315 Union St, Ste 800 Nashville, TN 37201	Vice Chair 6 hours per week	\$0	\$0	\$0
3	Susan Sowards 315 Union St, Ste 800 Nashville, TN 37201	President 6 hours per week	\$0	\$0	\$0
4	Marnie Huff 315 Union St, Ste 800 Nashville, TN 37201	Vice President 4 hours per week	\$0	\$0	\$0
5	Dinah Gregory 315 Union St, Ste 800 Nashville, TN 37201	Secretary 2 hours per week	\$0	\$0	\$0
6	Sally Nordlund 315 Union St, Ste 800 Nashville, TN 37201	Treasurer 6 hours per week	\$0	\$0	\$0
7	Dr. Uita Albridge 315 Union St, Ste 800 Nashville, TN 37201	Director 2 hours per week	\$0	\$0	\$0
8	David Cain 315 Union St, Ste 800 Nashville, TN 37201	Director 2 hours per week	\$0	\$0	\$0
9	Angela R-Fernandez 315 Union St, Ste 800 Nashville, TN 37201	Director 2 hours per week	\$0	\$0	\$0
10	Ken Jackson 315 Union St, Ste 800 Nashville, TN 37201	Director 2 hours per week	\$0	\$0	\$0
11	Berni Nash 315 Union St, Ste 800 Nashville, TN 37201	Director 2 hours per week	\$0	\$0	\$0
12	Leigh Ann Roberts 315 Union St, Ste 800 Nashville, TN 37201	Director 2 hours per week	\$0	\$0	\$0
13	Shirley Sims Saldana 315 Union St, Ste 800 Nashville, TN 37201	Director 2 hours per week	\$0	\$0	\$0
14	Louis Siegal 315 Union St, Ste 800 Nashville, TN 37201	Director 2 hours per week	\$0	\$0	\$0
15	Kathleen Whalen 315 Union St, Ste 800 Nashville, TN 37201	Director 2 hours per week	\$0	\$0	\$0

**NASHVILLE CONFLICT RESOLUTION CENTER**  
**EIN 62-1828238**  
**FORM 990 - ATTACHMENT**  
**TAX YEAR ENDED 6/30/2006**

**Part V-B - FORMER OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES THAT RECEIVED**  
**COMPENSATION OR OTHER BENEFITS**

<b>A</b>	<b>B</b>	<b>C</b>	<b>D</b>	<b>E</b>
<b>Name and Address</b>	<b>Loans and Advances</b>	<b>Compensation</b>	<b>Contributions to Employee Benefit Plans &amp; Deferred Compensation Plans</b>	<b>Expense Account and Other Allowances</b>
1 Maria Valentin 315 Union St, Ste 800 Nashville, TN 37201	\$0	\$2,017	\$0	\$0

Payments represent health and disability insurance coverage paid as part of employee severance.



NASHVILLE CONFLICT RESOLUTION CENTER  
EIN 62-1828238  
FORM 990 - ATTACHMENT  
TAX YEAR ENDED 6/30/2006

**Part VI - OTHER INFORMATION - QUESTION #77, CHANGES MADE IN ORGANIZING OR  
GOVERNING DOCUMENTS**

**WRITTEN DECLARATION OF CONFORMING COPY**

As an officer of Nashville Conflict Resolution Center, I hereby certify that the enclosed document is a complete and accurate copy of the original document.

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

*Susan W. Edwards*  
*NCRC President*

**AMENDMENT TO BYLAWS**  
**OF**  
**NASHVILLE CONFLICT RESOLUTION CENTER**

**Whereas**, the Nashville Conflict Resolution Center is a corporation existing under the laws of the State of Tennessee; and

**Whereas**, the Nashville Conflict Resolution Center (the "Corporation") has Bylaws; and

**Whereas**, the Organizational Committee of the Corporation has recommended to the Board of Directors that portions of the Corporation's Bylaws be amended; and

**Whereas**, Section 48-20-201 et. seq. of the Tennessee Business Corporation Act allows for amendments to the Corporation's Bylaws by its Board of Directors; and

**Whereas**, Section 6.01 of the Corporation's Bylaws regarding Amendment of Bylaws allows for amendments to the Corporation's Bylaws by its Board of Directors

**Now, Therefore, Be It Resolved**, that the Board of Directors of the Corporation hereby amends the Corporation's Bylaws as follows:

1. Attached hereto as Exhibit A and made a part hereof is the Amended and Revised Bylaws of the Corporation.
2. Attached hereto and made a part hereof is a blackline showing of the Revised Bylaws of the Corporation dated November 19, 2003 compared to the Amended and Revised Bylaws of the Corporation dated January 30, 2006.

This Amendment to the Corporation's Bylaws is to be effective as of the date and time of passage by the Board of Directors of the Corporation.



## **EXHIBIT A**

The following pages are the Amended and Revised Bylaws of Nashville Conflict Resolution Center.

**AMENDED AND RESTATED BYLAWS**  
**OF THE**  
**NASHVILLE CONFLICT RESOLUTION CENTER**

EFFECTIVE JANUARY 30, 2006

These Bylaws shall regulate the affairs of Nashville Conflict Resolution Center (the "Corporation"), a Tennessee nonprofit corporation, subject to the provisions of the Corporation's Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, Section 48-51-101 et seq., Tennessee Code Annotated, now in effect and as hereafter adopted.

**ARTICLE I**

**OFFICES AND REGISTERED AGENT**

**1.01. Registered Office and Agent.** The Corporation shall designate in its Charter and continuously maintain a registered office in the State of Tennessee. The Corporation shall designate in its Charter and continuously maintain a registered agent at its registered office.

**1.02. Principal Office.** The principal office of the Corporation shall be the offices of the President.

**1.03. Other Offices.** The Corporation may also have other offices within and without the State of Tennessee at such places as the Board of Directors may from time to time determine.



## ARTICLE II

### BOARD OF DIRECTORS

**2.01. Management of the Corporation.** The business and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors may implement and exercise all corporate powers and do all such lawful acts and things that are not prohibited by the Charter of the Corporation, these Bylaws, or the laws of Tennessee.

**2.02. Election, Qualifications, and Tenure of Directors.** Directors shall be elected by the Board of Directors at a regular meeting of the Board of Directors.

All Directors must be natural persons and shall be at least eighteen (18) years of age. The majority of Directors shall not consist of members of any single profession.

Approximately one-third (1/3) of the Directors' terms will expire at each annual meeting. Directors will be assigned to Groups A, B, and C, each serving different three-year terms. Directors assigned to Group A shall be elected to serve until the 2002 Annual Meeting and upon new election or reelection every third year thereafter, or until a successor has been elected and qualified. Directors assigned to Group B shall be elected to serve until the 2003 Annual Meeting and upon new election or reelection every third year thereafter, or until a successor has been elected and qualified. Directors assigned to Group C shall be elected to serve until the 2004 Annual Meeting and upon new election

or reelection every third year thereafter, or until a successor has been elected and qualified. However, any Director is subject to removal at any time as allowed by law.

Directors elected mid-term shall serve until the expiration of their assigned Group's term, even if less than three years in duration.

A Nominating Committee, as designated by the Board of Directors, shall evaluate each Director's performance and, in its sole discretion, may invite some or all Directors in a given Group to serve another term upon expiration of the Group's term.

**2.03. Number of Directors.** The Board of Directors shall be comprised of no less than nine (9) or more than eighteen (18) Directors, the exact number of Directors to be fixed and determined by resolution of the Board of Directors from time to time.

**2.04. Regular Meetings.** The annual meeting of the Board of Directors shall be held within thirty (30) days of the fiscal year end of the Corporation, as selected by the Board of Directors, and other regular meetings of the Board of Directors may be held with notice, at such time and place as the Board of Directors shall determine from time to time.

**2.05. Special Meetings.** Special meetings of the Board of Directors may be called by the Chair or by any three (3) Directors.

**2.06. Notice of Meetings.** Except as otherwise provided by these Bylaws, the notice requirements for meetings are as follows:



(a) Regular meetings of the Board of Directors may be held with notice of the date, time, place or purpose of the meeting, which notice will be sufficient if announced at the prior regular meeting or pursuant to a schedule approved by the Board.

(b) Special meetings of the Board of Directors must be preceded by at least two (2) business days' written notice to each Director of the date, time and place, but not the purpose, of such special meeting. Such notice shall be delivered personally, by mail, overnight courier, telegraph, telephone facsimile transmission, telex, or other form of wire or wireless communication. If notice is given by personal delivery, the notice is effective when received. If notice is given by overnight courier service, correctly addressed, and with delivery charges prepaid or charged to the sender's or the Corporation's account, the notice is effective on the date of promised delivery by such courier service. If notice is given by mail, correctly addressed, and with first class postage affixed thereon, the notice is effective five (5) days after its deposit in the United States mail. If notice is given by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee, the notice is effective on the earlier of the date shown on the return receipt or five (5) days after its deposit in the United States mail. If notice is given by telegraph, the notice is effective on the date the telegraphic agency shall confirm delivery thereof to the addressee. If notice is given by FAX, telex,

or other form of wire or wireless communication, and transmitted to the proper address or number, the notice is effective when receipt is confirmed electronically or otherwise.

(c) Notwithstanding (a) and (b) just above, any action by the Board of Directors to remove a Director shall be preceded by at least seven (7) days' written notice to each Director that the matter will be voted upon at a therein specified meeting of the Board of Directors, unless such notice is waived pursuant to Section 2.07 below.

(d) Notice of any 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 (1) month in any one (1) adjournment.

**2.07. Waiver of Notice of Meeting.** A Director may waive any notice that is required either before or after the date and time stated in the notice. The waiver must be in writing, signed by the Director entitled to the notice, filed with the minutes or corporate records, and shall be deemed equivalent thereto. Notwithstanding the foregoing, if a Director attends or participates in a meeting, he or she waives any required notice to him or her of the 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 taken at the meeting.



**2.08. Quorum and Voting.** At all meetings of the Board of Directors, the presence, either in person or telephonically, of at least 50% of the Directors then in office shall constitute a quorum for the transaction of business. A meeting may be adjourned despite the absence of a quorum; 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 adjournment is taken, and if the period of adjournment does not exceed one month in any one adjournment. At a meeting at which a quorum is present, the affirmative vote of a majority of the Directors present and the Directors voting by written proxy shall be an act of the Board, unless the vote of a greater number is required by the Charter, these By-laws, or the laws of Tennessee.

**2.09. Vacancy.** Newly created Director positions resulting from an increase in the number of Directors and a vacancy occurring for an exiting Director, including the removal of a Director with or without cause, may be filled: (1) by the Board of Directors; or (2) if the Directors remaining in office constitute fewer than a quorum of the Board, by the affirmative vote of a majority of all Directors remaining in office. Any newly elected Director shall be assigned to the same Group as the vacancy.

**2.10. Action Without Meeting.** Action that is required or permitted to be taken at a meeting of the Board of Directors may be taken without such a meeting if a majority of all Directors consent to taking such action without a meeting. The affirmative vote of a majority of all Directors that would be

necessary to authorize or take such action at a meeting shall be the act of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by a majority of the Directors in one or more counterparts, indicating each signing Director's vote or abstention on the action, and such consents shall be included in the minutes or filed with the corporate records reflecting the action taken. The action is effective when the last Director constituting a majority of the Directors signs the consent, unless the consent specifies a different effective date.

**2.11. Execution of Instruments.** The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or confined to specific instances.

**2.12. No Compensation.** Directors, as such, shall not receive any stated salary or compensation for their services, but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, that nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

**2.13. Resignation and Removal.** A Director may resign at any time by delivering written notice to the Board of Directors, its Chair, or President, or to the Corporation. A resignation is effective when the notice is delivered unless



the notice specifies a later effective date. The Board may remove any Director for cause, including the failure of a Director to attend three consecutive regularly scheduled Board meetings.

**2.14. Committees.** The Board of Directors may create one or more committees. A committee may consist of a single member. Each committee member shall be appointed by the Board of Directors and shall serve until the member resigns or is removed or replaced by the Board of Directors at whose pleasure each committee member serves. Each committee shall exercise such powers and authority as the Board of Directors may delegate to such committee by resolution. Such resolutions may (i) provide the name of the committee, (ii) designate the minimum and maximum number of committee members, (iii) designate whether a certain number of the committee's members must be independent (to be "independent" a person must be free of any relationship that could interfere with their exercise of independent judgment as a committee member, which excludes any employee of the Corporation or a person retained to perform work for the Corporation), (iv) explain any educational requirements and/or work experience that committee members must possess, (v) explain how the committee is to assist the Board of Directors in fulfilling one or more of the Board of Directors' responsibilities, (vi) explain to whom and how often the committee is to report, (vii) explain to whom the committee shall have direct access to within the Corporation, (viii) explain the power and authority the committee is to possess, (ix) designate any financial

restrictions or limitations to which the committee must abide, (x) explain the specific duties the committee is to accomplish and the responsibilities the committee has, and (xi) clarify how the Board of Directors wants the committee to take and maintain minutes of its meetings. Unless explicitly authorized by the Board of Directors, no committee may enter into a contract or incur any expense. All members of a committee, which is authorized to exercise powers of the Board of Directors, must be comprised of members of the Board of Directors only. No committee can act on matters reserved to the entire Board of Directors by the Charter, these Bylaws, or the laws of Tennessee. In addition to periodic reporting all committees shall report to the Board of Directors upon the request of the Board of Directors. Unless the Board of Directors otherwise elects or specifies otherwise, the Chair of the Board of Directors shall be a member ex-officio of all committees of the Board of Directors.

**2.15. Chair.** The Chair shall be elected by and from the members of the Board of Directors and shall serve until the next annual meeting, or until a successor has been elected and qualified. The Chair shall preside at meetings of the Board of Directors and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chair shall effect such division of duties between the Officers of the Corporation as the Chair shall deem proper, except as the Board otherwise directs.



**2.16. Vice-Chair.** The Board of Directors may elect a Vice-Chair, and if elected by the Board of Directors, shall in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as the Board of Directors or Chair may prescribe.

### **ARTICLE III**

#### **OFFICERS**

**3.01. Required Officers.** The officers of the Corporation shall be a President and a Secretary. The Corporation also may have one or more Vice-Presidents, a Treasurer, one or more Assistant Secretaries, and such other Officers as the Board of Directors may from time to time deem necessary. Except for the offices of President and Secretary, any two or more offices may be held by the same person. All officers must be natural persons and shall be at least eighteen (18) years of age.

**3.02. Election and Term.** The officers shall be elected by the Board of Directors or, if the Board of Directors specifically authorizes an officer to appoint one or more other officers or assistant officers, by appointment by such duly authorized officer. Each officer shall serve at the pleasure of the Board of Directors and, if an officer is appointed by another officer, then the officer shall also serve at such other officer's pleasure, or until a successor has been elected and qualified.

**3.03. Resignation and Removal.** An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is

delivered unless the notice specifies a later effective date. The Board of Directors may remove any officer at any time with or without cause, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

**3.04. Compensation.** The compensation, including salaries, of all officers and those agents appointed by the Board shall be fixed by the Board of Directors.

**3.05. President.** If a member of the Board, the President also may serve as Chair. The President shall be the chief executive officer of the Corporation. The President shall preside at meetings of the Board of Directors in the Chair's or Vice-Chair's absences and shall assist the Chair and Vice-Chair in seeing that all orders and resolutions of the Board of Directors are carried into effect. Further, the President shall execute all bonds, mortgages, contracts, conveyances or other instruments of the Corporation except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of the Corporation.

**3.06. Vice Presidents.** The Vice Presidents, in the order of their seniority and, if elected by the Board of Directors, shall in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors, Chair, or the President may prescribe.



**3.07. Secretary.** The Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for committees of the Board of Directors upon the request of the Chair. 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, its Chair, or the President, under whose supervision the Secretary shall be. The Secretary shall attest to the execution of any document or instrument requiring such attestation and authenticate the records of the Corporation.

**3.08. Assistant Secretaries.** The Assistant Secretaries, in the order of their seniority and, if elected by the Board of Directors, shall, in the absence of or disability of the Secretary, perform and exercise the powers of the Secretary and shall perform such other duties as the Board of Directors, its Chair, or the President may prescribe.

**3.09. Treasurer.** The Treasurer, if elected by the Board of Directors, shall have custody of the funds and securities of the Corporation, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all money and other valuable effects in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall render to the President, the Board of Directors, or its Chair, whenever any one of them may require it, an account of all transactions of the Corporation. If required by the

Board of Directors, the Treasurer shall give the Corporation a bond with such surety or sureties as shall be satisfactory to the Board of Directors, for the faithful performance of the duties of the office and for the restoration to the Corporation of all books, papers, vouchers, money, and other property in the case of the Treasurer's death, resignation, retirement, or removal from office. If no Treasurer shall be elected by the Board of Directors, all duties and responsibilities of the Treasurer hereunder shall be assumed and discharged by the President or such Officer as the President shall designate.

**3.10. Assistant Treasurers.** The Assistant Treasurers, in the order of their seniority and, if elected by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties as the Board of Directors, its Chair, or the President may prescribe.

**3.11. Vacancies.** Any vacancies occurring in the offices of the President, or Secretary shall be filled by the Board of Directors as soon as practicable. Vacancies in other offices may be filled at the discretion of the Board of Directors.

## **ARTICLE IV**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**4.01. Standard for Indemnification.** The Corporation shall indemnify and advance expenses to each present and future Director or Officer, or any present or future Director of any other corporation serving as such at the

request of the Corporation because of the Corporation's interest in such other corporation, or the executor, administrator, or other legal representative of any such Director or Officer, to the fullest extent allowed by the laws of the State of Tennessee, as now in effect and as hereafter adopted. The Corporation may indemnify and advance expenses to any employee or agent of the Corporation who is not a Director or Officer, or the executor, administrator or other legal representative of any such employee or agent, to the same extent as to a Director or Officer if the Board of Directors determines that it is in the best interest of the Corporation. The Corporation shall also have the power to contract with any individual Director, Officer, employee, or agent for whatever additional indemnification the board of Directors shall deem appropriate, as long as it is consistent with public policy.

**4.02. Non-Exclusive.** The foregoing right of indemnification and advancement of expenses shall not be exclusive of any other rights to which the Director or Officer may be entitled as a matter of law, or which may be lawfully granted to the Director or Officer. The indemnification and advancement of expenses hereby granted by the Corporation shall be in addition to, and not in restriction or limitation of, any other privilege or powers the Corporation may lawfully exercise with respect to indemnification, advancements, or reimbursement of Directors, trustees, Officers, or employees.



## ARTICLE V

### RECORDS AND REPORTS

**5.01. Corporate 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 Board of Directors without a meeting, and appropriate accounting records.

**5.02. Records at Principal Office.** The Corporation shall keep a copy of the following records at its principal office:

(a) Its Charter or Restated Charter and all amendments to them currently in effect;

(b) These 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) The most recent annual report delivered to the Tennessee Secretary of State under Tennessee Code Annotated Section 48-66-203, now in effect and as hereafter adopted.

## ARTICLE VI

### MISCELLANEOUS PROVISIONS

**6.01. Amendment of Bylaws.** These Bylaws may be amended, added to, or repealed by a majority vote of the Board of Directors.

**6.02. Fiscal Year.** The fiscal year of the Corporation shall commence on the first day of July of each calendar year and shall end on the last day of June of the following calendar year, and the books of the Corporation shall be kept and its income computed in accordance therewith.

**6.03. Seal.** The Corporation may have such seal as is adopted for use by the Board of Directors, but the presence or absence of such seal on any instrument or document shall not affect or alter its character or validity in any respect.

## **EXHIBIT B**

The following pages are a blackline showing of the Revised Bylaws of the Corporation dated November 19, 2003 compared to the Amended and Revised Bylaws of the Corporation dated January 30, 2006.



## **AMENDED AND RESTATED BYLAWS**

EFFECTIVE ~~NOVEMBER 19, 2003~~ JANUARY 30, 2006

These Bylaws shall regulate the affairs of Nashville Conflict Resolution Center (the "Corporation"), a Tennessee nonprofit corporation, subject to the provisions of the Corporation's Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, Section 48-51-101 et seq., Tennessee Code Annotated, now in effect and as hereafter adopted.

### **ARTICLE I**

#### **OFFICES AND REGISTERED AGENT**

**1.01. Registered Office and Agent.** The Corporation shall designate in its Charter and continuously maintain a registered office in the State of Tennessee. The Corporation shall designate in its Charter and continuously maintain a registered agent at its registered office.

**1.02. Principal Office.** The principal office of the Corporation shall be the offices of the President.

**1.03. Other Offices.** The Corporation may also have other offices within and without the State of Tennessee at such places as the Board of Directors may from time to time determine.

## ARTICLE II

### BOARD OF DIRECTORS

**2.01. Management of the Corporation.** The business and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors may implement and exercise all corporate powers and do all such lawful acts and things that are not prohibited by the Charter of the Corporation, these Bylaws, or the laws of Tennessee.

**2.02. Election, Qualifications, and Tenure of Directors.** Directors shall be elected by the Board of Directors at a regular meeting of the Board of Directors.

All Directors must be natural persons and shall be at least eighteen (18) years of age. The majority of Directors shall not consist of members of any single profession.

Approximately one-third (1/3) of the Directors' terms will expire at each annual meeting. Directors will be assigned to Groups A, B, and C, each serving different three-year terms. Directors assigned to Group A shall be elected to serve until the 2002 Annual Meeting and upon new election or reelection every third year thereafter, or until a successor has been elected and qualified. Directors assigned to Group B shall be elected to serve until the 2003 Annual Meeting and upon new election or reelection every third year thereafter, or until a successor has been elected and qualified. Directors assigned to Group C shall be elected to serve until the 2004 Annual Meeting and upon new election

or reelection every third year thereafter, or until a successor has been elected and qualified. However, any Director is subject to removal at any time as allowed by law.

Directors elected mid-term shall serve until the expiration of their assigned Group's term, even if less than three years in duration.

A Nominating Committee, as designated by the Board of Directors, shall evaluate each Director's performance and, in its sole discretion, may invite some or all Directors in a given Group to serve another term upon expiration of the Group's term.

**2.03. Number of Directors.** The Board of Directors shall be comprised of no less than nine (9) or more than eighteen (18) Directors, the exact number of Directors to be fixed and determined by resolution of the Board of Directors from time to time.

**2.04. Regular Meetings.** The annual meeting of the Board of Directors shall be held within thirty (30) days of the fiscal year end of the Corporation, as selected by the Board of Directors, and other regular meetings of the Board of Directors may be held with notice, at such time and place as the Board of Directors shall determine from time to time.

**2.05. Special Meetings.** Special meetings of the Board of Directors may be called by the Chair or by any three (3) Directors.

**2.06. Notice of Meetings.** Except as otherwise provided by these Bylaws, the notice requirements for meetings are as follows:



(a) Regular meetings of the Board of Directors may be held with notice of the date, time, place or purpose of the meeting, which notice will be sufficient if announced at the prior regular meeting or pursuant to a schedule approved by the Board.

(b) Special meetings of the Board of Directors must be preceded by at least two (2) business days' written notice to each Director of the date, time and place, but not the purpose, of such special meeting. Such notice shall be delivered personally, by mail, overnight courier, telegraph, telephone facsimile transmission, telex, or other form of wire or wireless communication. If notice is given by personal delivery, the notice is effective when received. If notice is given by overnight courier service, correctly addressed, and with delivery charges prepaid or charged to the sender's or the Corporation's account, the notice is effective on the date of promised delivery by such courier service. If notice is given by mail, correctly addressed, and with first class postage affixed thereon, the notice is effective five (5) days after its deposit in the United States mail. If notice is given by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee, the notice is effective on the earlier of the date shown on the return receipt or five (5) days after its deposit in the United States mail. If notice is given by telegraph, the notice is effective on the date the telegraphic agency shall confirm delivery thereof to the addressee. If notice is given by FAX, telex, or other form of wire or wireless communication, and transmitted to the proper address or number, the notice is effective when receipt is confirmed electronically or otherwise.

(c) Notwithstanding (a) and (b) just above, any action by the Board of Directors to remove a Director shall be preceded by at least seven (7) days' written notice to each Director that the matter will be voted upon at a therein specified meeting of the Board of Directors, unless such notice is waived pursuant to Section 2.07 below.

(d) Notice of any 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 (1) month in any one (1) adjournment.

**2.07. Waiver of Notice of Meeting.** A Director may waive any notice that is required either before or after the date and time stated in the notice. The waiver must be in writing, signed by the Director entitled to the notice, filed with the minutes or corporate records, and shall be deemed equivalent thereto. Notwithstanding the foregoing, if a Director attends or participates in a meeting, he or she waives any required notice to him or her of the 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 taken at the meeting.

**2.08. Quorum and Voting.** At all meetings of the Board of Directors, the presence, either in person or telephonically, of at least 50% of the Directors then in office shall constitute a quorum for the transaction of business. A meeting may be adjourned despite the absence of a quorum; 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 adjournment is taken, and if the

period of adjournment does not exceed one month in any one adjournment. At a meeting at which a quorum is present, the affirmative vote of a majority of the Directors present and the Directors voting by written proxy shall be an act of the Board, unless the vote of a greater number is required by the Charter, these By-laws, or the laws of Tennessee.

**2.09. Vacancy.** Newly created Director positions resulting from an increase in the number of Directors and a vacancy occurring for an exiting Director, including the removal of a Director with or without cause, may be filled: (1) by the Board of Directors; or (2) if the Directors remaining in office constitute fewer than a quorum of the Board, by the affirmative vote of a majority of all Directors remaining in office. Any newly elected Director shall be assigned to the same Group as the vacancy.

**2.10. Action Without Meeting.** Action that is required or permitted to be taken at a meeting of the Board of Directors may be taken without such a meeting if a majority of all Directors consent to taking such action without a meeting. The affirmative vote of a majority of all Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by a majority of the Directors in one or more counterparts, indicating each signing Director's vote or abstention on the action, and such consents shall be included in the minutes or filed with the corporate records reflecting the action taken. The action is effective when the



last Director constituting a majority of the Directors signs the consent, unless the consent specifies a different effective date.

**2.11. Execution of Instruments.** The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or confined to specific instances.

**2.12. No Compensation.** Directors, as such, shall not receive any stated salary or compensation for their services, but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, that nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

**2.13. Resignation and Removal.** A Director may resign at any time by delivering written notice to the Board of Directors, its Chair, or President, or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. The Board may remove any Director for cause, including the failure of a Director to attend three consecutive regularly scheduled Board meetings.

**2.14. Committees.** The Board of Directors may create one or more committees. A committee may consist of a single member. ~~All committees so created shall have and may~~ Each committee member shall be appointed by the

Board of Directors and shall serve until the member resigns or is removed or replaced by the Board of Directors at whose pleasure each committee member serves. Each committee shall exercise such powers and authority as the Board of Directors may delegate to such committee or committees by resolution. by resolution. Such resolutions may (i) provide the name of the committee, (ii) designate the minimum and maximum number of committee members, (iii) designate whether a certain number of the committee's members must be independent (to be "independent" a person must be free of any relationship that could interfere with their exercise of independent judgment as a committee member, which excludes any employee of the Corporation or a person retained to perform work for the Corporation), (iv) explain any educational requirements and/or work experience that committee members must possess, (v) explain how the committee is to assist the Board of Directors in fulfilling one or more of the Board of Directors' responsibilities, (vi) explain to whom and how often the committee is to report, (vii) explain to whom the committee shall have direct access to within the Corporation, (viii) explain the power and authority the committee is to possess, (ix) designate any financial restrictions or limitations to which the committee must abide, (x) explain the specific duties the committee is to accomplish and the responsibilities the committee has, and (xi) clarify how the Board of Directors wants the committee to take and maintain minutes of its meetings. Unless explicitly authorized by the Board of Directors, no committee may enter into a contract or incur any expense. All members of

a committee ~~that, which~~ is authorized to exercise powers of the Board of Directors, must be comprised of members of the Board of Directors ~~and shall serve on such committee at the pleasure of the Board of Directors only.~~ No committee can act on matters reserved to the entire Board of Directors by the Charter, these Bylaws, or the laws of Tennessee. ~~All committees created by the Board of Directors shall keep regular minutes of their meetings and proceedings and~~ In addition to periodic reporting all committees shall report to the Board of Directors upon the request of the Board of Directors. Unless the Board of Directors otherwise elects or specifies otherwise, the Chair of the Board of Directors shall be a member ex-officio of all committees of the Board of Directors.

**2.15. Chair.** The Chair shall be elected by and from the members of the Board of Directors and shall serve until the next annual meeting, or until a successor has been elected and qualified. The Chair shall preside at meetings of the Board of Directors and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chair shall effect such division of duties between the Officers of the Corporation as the Chair shall deem proper, except as the Board otherwise directs.

**2.16. Vice-Chair.** The Board of Directors may elect a Vice-Chair, and if elected by the Board of Directors, shall in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as the Board of Directors or Chair may prescribe.



## ARTICLE III

### OFFICERS

**3.01. Required Officers.** The officers of the Corporation shall be a President and a Secretary. The Corporation also may have one or more Vice-Presidents, a Treasurer, one or more Assistant Secretaries, and such other Officers as the Board of Directors may from time to time deem necessary. Except for the offices of President and Secretary, any two or more offices may be held by the same person. All officers must be natural persons and shall be at least eighteen (18) years of age.

**3.02. Election and Term.** The officers shall be elected by the Board of Directors or, if the Board of Directors specifically authorizes an officer to appoint one or more other officers or assistant officers, by appointment by such duly authorized officer. Each officer shall serve at the pleasure of the Board of Directors, ~~or~~ and, if an officer is appointed by another officer, then the officer shall also serve at such other officer's pleasure, or until a successor has been elected and qualified.

**3.03. Resignation and Removal.** An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. The Board of Directors may remove any officer at any time with or without cause, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

**3.04. Compensation.** The compensation, including salaries, of all officers and those agents appointed by the Board shall be fixed by the Board of Directors.

**3.05. President.** If a member of the Board, the President also may serve as Chair. The President shall be the chief executive officer of the Corporation. The President shall preside at meetings of the Board of Directors in the Chair's or Vice-Chair's absences and shall assist the Chair and Vice-Chair in seeing that all orders and resolutions of the Board of Directors are carried into effect. Further, the President shall execute all bonds, mortgages, contracts, conveyances or other instruments of the Corporation except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of the Corporation.

**3.06. Vice Presidents.** The Vice Presidents, in the order of their seniority and, if elected by the Board of Directors, shall in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors, Chair, or the President may prescribe.

**3.07. Secretary.** The Secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for committees of the Board of Directors upon the request of the Chair. 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, its Chair, or the President, under whose supervision the Secretary shall be. The Secretary shall attest to the execution of any document or instrument requiring such attestation and authenticate the records of the Corporation.

**3.08. Assistant Secretaries.** The Assistant Secretaries, in the order of their seniority and, if elected by the Board of Directors, shall, in the absence of or disability of the Secretary, perform and exercise the powers of the Secretary and shall perform such other duties as the Board of Directors, its Chair, or the President may prescribe.

**3.09. Treasurer.** The Treasurer, if elected by the Board of Directors, shall have custody of the funds and securities of the Corporation, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all money and other valuable effects in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall render to the President, the Board of Directors, or its Chair, whenever any one of them may require it, an account of all transactions of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond with such surety or sureties as shall be satisfactory to the Board of Directors, for the faithful performance of the duties of the office and for the restoration to the Corporation of all books, papers, vouchers, money, and other property in the case of the Treasurer's death, resignation, retirement, or removal from office. If



no Treasurer shall be elected by the Board of Directors, all duties and responsibilities of the Treasurer hereunder shall be assumed and discharged by the President or such Officer as the President shall designate.

**3.10. Assistant Treasurers.** The Assistant Treasurers, in the order of their seniority and, if elected by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties as the Board of Directors, its Chair, or the President may prescribe.

**3.11. Vacancies.** Any vacancies occurring in the offices of the President, or Secretary shall be filled by the Board of Directors as soon as practicable. Vacancies in other offices may be filled at the discretion of the Board of Directors.

## **ARTICLE IV**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**4.01. Standard for Indemnification.** The Corporation shall indemnify and advance expenses to each present and future Director or Officer, or any present or future Director of any other corporation serving as such at the request of the Corporation because of the Corporation's interest in such other corporation, or the executor, administrator, or other legal representative of any such Director or Officer, to the fullest extent allowed by the laws of the State of Tennessee, as now in effect and as hereafter adopted. The Corporation may indemnify and advance expenses to any employee or agent of the Corporation

who is not a Director or Officer, or the executor, administrator or other legal representative of any such employee or agent, to the same extent as to a Director or Officer if the Board of Directors determines that it is in the best interest of the Corporation. The Corporation shall also have the power to contract with any individual Director, Officer, employee, or agent for whatever additional indemnification the board of Directors shall deem appropriate, as long as it is consistent with public policy.

**4.02. Non-Exclusive.** The foregoing right of indemnification and advancement of expenses shall not be exclusive of any other rights to which the Director or Officer may be entitled as a matter of law, or which may be lawfully granted to the Director or Officer. The indemnification and advancement of expenses hereby granted by the Corporation shall be in addition to, and not in restriction or limitation of, any other privilege or powers the Corporation may lawfully exercise with respect to indemnification, advancements, or reimbursement of Directors, trustees, Officers, or employees.

## **ARTICLE V**

### **RECORDS AND REPORTS**

**5.01. Corporate 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 Board of Directors without a meeting, and appropriate accounting records.

**5.02. Records at Principal Office.** The Corporation shall keep a copy of the following records at its principal office:

(a) Its Charter or Restated Charter and all amendments to them currently in effect;

(b) These 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) The most recent annual report delivered to the Tennessee Secretary of State under Tennessee Code Annotated Section 48-66-203, now in effect and as hereafter adopted.

## **ARTICLE VI**

### **MISCELLANEOUS PROVISIONS**

**6.01. Amendment of Bylaws.** These Bylaws may be amended, added to, or repealed by a majority vote of the Board of Directors.

**6.02. Fiscal Year.** The fiscal year of the Corporation shall commence on the first day of ~~November~~July of each calendar year and shall end on the last day of ~~October~~June of the following calendar year, and the books of the Corporation shall be kept and its income computed in accordance therewith. ~~The first fiscal year of the Corporation shall end on October 31<sup>st</sup>, 2000, and the first full fiscal year, October 31<sup>st</sup>, 2001. Effective November 1, 2003 and annually thereafter, the fiscal year shall end June 30.~~



**6.03. Seal.** The Corporation may have such seal as is adopted for use by the Board of Directors, but the presence or absence of such seal on any instrument or document shall not affect or alter its character or validity in any respect.