

THE REFUGE CENTER FOR COUNSELING, INC.

BYLAWS

Effective February 9, 2016

ARTICLE I

OFFICES

Section 1.1 The principal office of The Refuge Center for Counseling, Inc. (the "Corporation") shall be located at 103 Forrest Crossing Blvd., Suite 102, Franklin, Williamson County, Tennessee 37064. The Corporation may have such other offices, either within or without the State of Tennessee, as the Board of Directors may designate or as the business of the Corporation may require from time to time. As required by T.C.A. §48-52-101(a)(6) (2015), the principal office address shall be the Corporation's designated mailing address; such mailing address may be amended without consent of the Board of Directors.

Section 1.2 The registered office of the Corporation required to be maintained in the State of Tennessee by the Tennessee Nonprofit Corporation Act (the "Act") may, but need not, be identical with the principal office in the State of Tennessee; and the Board of Directors may change the address of the registered office from time to time. The registered office of the Corporation shall be 103 Forrest Crossing Blvd., Suite 102, Franklin, Williamson County, Tennessee 37064.

ARTICLE II

PURPOSE, MISSION, GOALS AND USE OF FUNDS

Section 2.1 Purpose. The purposes of the Corporation are those set forth in its charter of incorporation, as from time to time amended or restated (the "Charter"). Namely, the Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of I.R.C. §501(c)(3) of the Internal Revenue Code of 1986, as amended. Specifically, the Corporation is organized to provide individual and family therapy, addiction counseling, and domestic violence support to low-income individuals.

Section 2.2 Mission and Goals. The Corporation shall develop a mission statement and goals to express its purposes, direction, and objectives, which shall be approved by the Board of Directors, and reviewed from time to time as circumstances dictate. It shall disseminate its statement of mission and goals in such manner as the Board of Directors shall determine.

Section 2.3 Use of Funds. The Corporation is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the Corporation is distributable to, or inures to the benefit of its Directors or officers or any other private person, except as provided in Section 4.4 and Section 4.5 as reimbursement for expenses or reasonable compensation for services rendered to the Corporation, and except to make payments and distributions in furtherance of the purposes of the Corporation, as set forth in the Charter and Sections 2.1 and 2.2 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Corporation shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE III

MEMBERS

The Corporation shall not have members.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 General Powers. The business and affairs of the Corporation shall be supervised by its Board of Directors, which shall exercise in the name of and on behalf of the Corporation all of the rights and privileges legally exercisable by the Corporation as a corporate entity, except as may otherwise be provided by law, the Charter, or these Bylaws.

Section 4.2 Number, Tenure, and Qualifications. The number of Directors of the Corporation shall be not less than three (3) and not more than twenty (20). Provided, however, the number of Directors may be increased or decreased from time to time by the Board of Directors by amendment of this Bylaw, but no decrease shall have the effect of shortening the term of an incumbent director or reducing the number of Directors below three (3).

At its annual meeting or at any other appropriate time, the Board of Directors shall elect individuals to serve on the Board of Directors. The Executive Director of The Refuge Center for Counseling shall serve as member of the Board of Directors, ex-officio.

The term of office of any new director, other than an ex-officio director, is three (3) years. The term shall commence following her or his election. A director may be re-elected for an additional term of three (3) years. A consecutive-term incumbent (or former) director shall not be re-elected as a director until after expiration of one (1) year following his or her immediately preceding consecutive terms of office.

Each director shall take office at the beginning of his or her term, and shall hold office until his or her term shall have expired or until his or her earlier resignation, removal from office, or death. Directors shall be natural persons who have attained the age of eighteen (18) years, but need not be residents of the State of Tennessee. Directors shall serve without compensation.

Section 4.3 Advisory Members. The Board of Directors may elect advisory members from time to time, who shall sit on the Board but have no vote. Advisory members shall serve at the pleasure of the Board.

Section 4.4 Life Directors. In recognition of their efforts on behalf of the Corporation and the wisdom and knowledge of their experience, the Board of Directors may designate persons as

Life Directors who have served two (2) complete terms of office or served at least six (6) years as a Director. Life Directors shall be invited to attend and participate in, without vote, all meetings of the Board of Directors and Committees of the Corporation. Attendance at such meetings, other than the Annual Meeting, by Life Directors shall be without compensation or reimbursement of expenses. Attendance at the Annual Meeting shall be subject to reimbursement of reasonable expenses in accordance with the policy of the Corporation. Service as a Life Director shall be subject to such terms and conditions as may be established by the Board from time to time.

Section 4.5 Founding Directors. In recognition of their efforts on behalf of the Corporation and the wisdom and knowledge of their experience, the Board of Directors may designate Jennifer Gillette or Amy Alexander as Founding Directors. Founding Directors shall be perpetual members of the Board of Directors, and shall be approved for participation as a voting or non-voting Board member in three (3) year increments. The right of a Founding Director to vote shall be determined by the Board at the time of the election or re-election by the Board. Attendance at meetings, other than the Annual Meeting, by Founding Directors shall be without compensation or reimbursement of expenses. Attendance at the Annual Meeting shall be subject to reimbursement of reasonable expenses in accordance with the policy of the Corporation. Service as a Founding Director shall be subject to such terms and conditions as may be established by the Board from time to time.

Section 4.6 Limited Personal Liability of Directors. No person who is or was a director of the Corporation, nor such person's heirs, executors or administrators, shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision shall not eliminate or limit the liability of any such person: (a) for any breach of a director's duty of loyalty to the Corporation, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing and intentional violation of criminal law, intentional infliction of harm, or (c) under T.C.A. §48-58-304 of the Act, as amended from time to time. No repeal or modification of the provisions of this Section 4.6, either directly or by the adoption of a provision inconsistent with the provisions of this Section, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

Section 4.7 Indemnification. With respect to claims or liabilities arising out of service as a director of the corporation, the corporation shall indemnify and advance expenses to each present and future director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

Section 4.8 Annual Meeting. The annual meeting of the Board of Directors shall be held in January or at such other time and date following the close of the Corporation's fiscal year as shall be determined by the Board of Directors. The purpose of the annual meeting shall be to elect

officers and transact such other business as may properly be brought before the meeting. If the election of officers shall not be held on the day herein designated for any annual meeting of the Board of Directors, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Board as soon thereafter as may be convenient.

Section 4.9 Special Meeting. Special meetings of the Board of Directors may be called by the President of the Board of Directors or at the request of any director with the agreement of two-thirds (2/3) of the Board. The President may fix the place, either within or without the State of Tennessee, as the place for holding any special meeting.

Section 4.10 Notices. Notice of each annual meeting shall be given at least two (2) weeks prior thereto, and notice of any special meeting shall be given at least five (5) business days prior thereto. The notices provided for in this Section shall be by electronic mail (email), telegram or written notice delivered personally or by facsimile or mailed or sent by Federal Express or United Parcel Service to each director at his or her business or home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by electronic mail (email), telegram, facsimile, Federal Express or United Parcel Service, such notice shall be deemed to be delivered when said communication is delivered. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the sole and express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the Board of Directors must be specified in the notice of such meeting.

Section 4.11 Quorum and Participation in a Meeting. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. Promptly after each respective meeting of the Board of Directors, each director shall be furnished a copy of the minutes of such meeting. A modified version of *Robert's Rules of Order* shall govern the interpretation of parliamentary matters at a meeting of the Board, or any committee designated by the Board.

Section 4.12 Manner of Acting at a Meeting. Each director shall be entitled to one (1) vote upon any matter properly submitted for a vote to the Board of Directors. The act of a majority of the Directors present and who vote at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may otherwise be specifically provided by law, by the Charter, or by these Bylaws. Members of the Board of Directors absent from any meeting shall not be permitted to vote at such meeting by written proxies.

Section 4.13 Action Without a Meeting. Any action required or permitted to be taken at a meeting by the Board of Directors, or by any committee thereof, may be taken without a meeting if all voting members of the Board or committee, as the case may be, consent in writing to taking such action without a meeting. If all members entitled to vote on the action shall consent in writing to taking such action without a meeting, the affirmative vote of the numbers of votes that would be necessary to authorize or take such action at a meeting shall be the act of the members. The action must be evidenced by one or more written consents describing the action taken, signed in one or more counterparts by each member entitled to vote on the action, indicating each signing member's vote or abstention on the action taken. All such written consents and action shall be filed with the minutes of the proceedings of the Board or committee. A consent signed under this Section shall have the same force and effect as a meeting vote of the Board, or any committee thereof, and may be described as such in any document.

Section 4.14 Action by Written Ballot. Any action required or permitted to be taken at a meeting by the Board of Directors, or by any committee thereof, may be taken without a meeting and without prior notice if a quorum of the voting members of the Board or committee, as the case may be, consent by written ballot or by electronic means. The action must be evidenced by one or more written consents describing the action taken with a list indicating each respondent member's vote or abstention on the action taken. All such written consents and action shall be filed with the minutes of the proceedings of the Board or committee. A consent signed under this Section shall have the same force and effect as a meeting vote of the Board, or any committee thereof, and may be described as such in any document. An action taken by written ballot shall be effective when the written consents signed by sufficient members to take the action are delivered to the corporation.

Section 4.15 Vacancies. Any vacancy occurring in the Board of Directors at any time for any reason may be filled by the affirmative vote of a majority of the remaining Directors, so long as the requirements of Section 4.2 are met. An individual designated to fill a director position shall serve for the unexpired term of his or her predecessor in office, or, if there is no predecessor, until the next election of Directors. If a vacancy results in there being fewer Directors than required by the Bylaws or Charter, and if such vacancy is not filled within ninety (90) days of the event which caused the vacancy, any director may apply to a court having equity jurisdiction in the county in which the Corporation has its principal office to have such court appoint a sufficient number of Directors so that the Corporation will have the number of Directors required by its Bylaws or Charter, whichever number is greater. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board of Directors in conformity with Section 4.2 for a term of office continuing only until the next election of Directors.

Section 4.16 Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporation matter is taken shall be presumed to have assented to the action taken, unless his or her abstention or dissent shall be

entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.17 Removal. Any or all of the Directors may be removed for cause or without cause as follows: (i) "for cause," by vote of two-thirds (2/3) of the total number of the Directors of the Corporation; or (ii) "without cause," by vote of four-fifths (4/5) of the total number of the Directors of the Corporation. For purposes of this provision, "cause" shall mean final conviction of a felony, declaration of unsound mind by court order, adjudication of bankruptcy, non-acceptance of office, conduct prejudicial to the interest of the Corporation, or absence from three (3) or more meetings of the Board in a calendar year. Removal of a director shall also constitute removal as an officer of the Corporation and as a member of all committees of the Board.

Section 4.18 Resignation. A director may resign his or her membership at any time by tendering his or her resignation in writing to the President of the Board of Directors. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

ARTICLE V

OFFICERS

Section 5.1 Number. There shall be a President, Secretary, and Treasurer of the Board of Directors, each of whom shall be elected or appointed in accordance with the provisions of this Article. The Board may also elect such other officers and assistant officers as the Board may deem necessary or appropriate. Except for the offices of President and Secretary, any two (2) or more offices may be held by the same person.

Section 5.2 Election and Term of Office. The President, Secretary and Treasurer of the Board of Directors shall be elected annually by the Board from among its membership at its November board meeting, or the final board meeting of the calendar year. The President, Secretary and Treasurer shall hold office for a term of one (1) year or until his or her earlier death, resignation or removal from office in the manner hereinafter provided. The President may not immediately succeed himself or herself in the same office for more than one (1) succeeding term. Accordingly, the president may not serve in such office for more than two (2) consecutive terms, with partial terms being disregarded for this purpose. The Secretary and Treasurer may not immediately succeed himself or herself in the same office for more than two (2) succeeding terms. Accordingly, the Secretary and Treasurer may not serve in such office for more than three (3) consecutive terms, with partial terms being disregarded for this purpose.

Section 5.3 President. The President shall, when present, preside at all meetings of the Board of Directors and the Executive Committee. The President shall be the principal executive officer of the Corporation and shall in general perform all of the duties, and have all of the authority, specified in such Position Description as the Board of Directors may adopt from time to time. The President may sign, with the Secretary or any other proper officer thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, and other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall encourage the Directors of the Corporation, as well as other volunteers, to use their energies and abilities to advance the purposes of the Corporation.

Section 5.4 Vice-President. The Board of Directors may designate a Vice President. In the absence of the President or in the event of her or his death, inability, or refusal to act, the Vice-President shall perform the duties of the President (pending election, if necessary, of a successor pursuant to Section 5.9 below), and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice-President shall perform such other duties as may from time to time be assigned to him or her by the President or by the Board of Directors.

Section 5.5 Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal, if any, of the Corporation and see that the seal is affixed to all documents, the execution of which is duly authorized on behalf of the Corporation under its seal; keep a register of the post office address of each member of the Board of Directors, which address shall be furnished to the Secretary by each director; and in general perform all duties incident to the office of secretary and such other duties as may from time to time be assigned to him or her by the President or by the Board of Directors. The Secretary shall serve ex-officio as a member of the Bylaws Committee as it is constituted from time to time.

Section 5.6 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; oversee the receipt of moneys due or payable to the Corporation from any source whatsoever, and assure the deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article IX of these Bylaws; oversee the disbursement of funds of the Corporation in accordance with the directives of the Board of Directors, assuring proper vouchers for such disbursements; and render to the Board of Directors, at its annual meeting and at such other times as may be requested by the Board of Directors, an account of all the transactions of the Treasurer and of the financial condition of the Corporation. The Treasurer shall serve as chair of the Budget and Finance Committee. The Treasurer shall assure compliance

with: (i) financial standards applicable to non-profit organizations, and (ii) applicable federal requirements incident to the Corporation's tax-exempt status. The Treasurer shall in general perform all of the duties incident to the office of treasurer and such other duties as may from time to time be assigned to him or her by the President or the Board of Directors.

Section 5.7 Vice-Treasurer. The Board of Directors may designate a Vice-Treasurer. In the absence of the Treasurer or in the event of her or his death, inability, or refusal to act, the Vice-Treasurer shall perform the duties of the Treasurer (pending election, if necessary, of a successor pursuant to Section 5.10 below), and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. Any Vice-Treasurer shall perform such other duties as may from time to time be assigned to him or her by the President or the Board of Directors.

Section 5.8 Removal. Any Board member removed from office pursuant to Section 4.17 shall be automatically removed as an officer. The Board of Directors may remove any officer, with or without cause, when, in its judgment, the best interests of the Corporation will be served thereby.

Section 5.9 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise of the director holding such office, may be filled by the Board of Directors.

Section 5.10 Resignation. An officer may resign his or her office at any time by tendering his or her resignation in writing to the President or, in the case of the resignation of the President, to the Secretary. A resignation shall become effective upon the date specified in such notice, or, if no date is specified, upon receipt of the resignation by the Corporation at its principal place of business.

ARTICLE VI

STANDARDS OF CONDUCT

Section 6.1 Standards of Conduct. A director or an officer of the Corporation shall discharge her or his duties as a director or as an officer, including duties as a member of a committee:

- (a) In good faith;
- (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) In a manner she or he reasonably believes to be in the best interest of the Corporation.

Section 6.2 Reliance on Third Parties. In discharging her or his duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(a) One or more officers or employees of the Corporation who the director or officer reasonably believes to be reliable and competent in the matters presented;

(b) Legal counsel, public accountants or other persons as to matters the director or officer reasonably believes are within the person's professional or expert competence; or

(c) A committee of the Board of Directors of which the director or officer is not a member, as to matters within its jurisdiction, if the director or officer reasonably believes the committee merits confidence.

Section 6.3 Bad Faith. A director or officer is not acting in good faith if she or he has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 6.2 unwarranted.

Section 6.4 No Liability. A director or officer is not liable for any action taken, or any failure to take action, as a director or officer, if he or she performs the duties of her or his office in compliance with the provisions of this Article, or if she or he is immune from suit under the provisions of T.C.A. §48-58-601 of the Act.

Section 6.5 No Fiduciary. No director or officer shall be deemed to be a fiduciary with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 7.1 Membership. The Executive Committee shall be comprised of the President, Vice-President (if any), Secretary, Treasurer, Vice-Treasurer (if any) and Past President of the Board of Directors; and such other members as designated by the President and approved by the Board of Directors. The designation of the Executive Committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 7.2 Authority. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all authority of the Board of Directors except to the extent, if any, that such authority shall be limited by these Bylaws. However, the Executive Committee

shall not have the authority of the Board of Directors with respect to filling any vacancy on the Board; the appointment or the termination of a President of the Corporation; amending or repealing any resolution of the Board of Directors which by its express terms is not so amendable or repealable; amending or repealing the Charter or the Bylaws of the Corporation; adopting a plan of merger or consolidation; selling, leasing, or otherwise disposing of all or substantially all the property and assets of the Corporation, other than in the usual and regular course of its business; or voluntarily dissolving the Corporation or revoking a voluntary dissolution.

Section 7.3. Meetings. Regular meetings of the Executive Committee may be held at such times and places as the Executive Committee may from time to time fix by resolution, upon not less than two (2) weeks' notice prior thereto. Special meetings of the Executive Committee may be called by the President, acting alone, or by any other member with the concurrence of a majority of the members of the Executive Committee upon not less than five (5) business days' notice prior thereto. The notices provided for in this Section shall state the place, date, and hour of the meeting, and the business proposed to be transacted at the meeting. The notices must be written, and shall be given to each respective member of the Executive Committee in the manner specified in Section 4.10, which applicable provisions are incorporated herein.

Section 7.4 Quorum. A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting hereof. Action of the Executive Committee must be authorized by the affirmative vote of a majority of all voting members at a meeting at which a quorum is present.

Section 7.5 Action Without a Meeting. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting in accordance with the provisions of Section 4.13 of these Bylaws.

Section 7.6 Procedure. The Executive Committee may fix its own rules of procedure, provided such rules are not inconsistent with these Bylaws. The Executive Committee may keep regular minutes of its proceedings and may report its proceedings to the Board of Directors for its information at the next meeting of the Board held after such proceedings.

ARTICLE VIII

COMMITTEES

Section 8.1 Committees of the Board. All committees shall consist of two (2) or more members as designated by the President and approved by the Board of Directors, shall be under the control and serve at the pleasure of the Board of Directors, shall have charge of such duties as may be assigned to them by the Board or these Bylaws, shall maintain a permanent record of their actions and proceedings, and shall regularly submit a report of their actions to the Board, which shall ratify the actions of each committee. The President, or his or her designee, shall

serve on each committee as an ex-officio member; and the Executive Director of the Corporation shall serve on each committee as an ex-officio, non-voting member.

Section 8.2 General Provisions for Standing Committees.

(a) Unless otherwise provided herein and subject to the approval of the Board of Directors, the President shall appoint the chair and the members of all standing committees at each annual meeting of the Board, or as soon as practicable thereafter. In order to develop the leadership of the Corporation, it is preferred, but not required, that Directors other than the officers of the Corporation shall serve as Chairs of the Committees. The chair and the members of each standing committee shall be appointed from among the membership of the Board of Directors to hold office for a term of one (1) year, commencing immediately following the meeting at which they are appointed and ending after the close of the next annual meeting of the Board at which their successors are appointed and qualified, or until their earlier death, resignation or removal.

(b) A member of a standing committee may resign at any time by giving written notice both to the President of the Board of Directors and the chair of the committee from which the member is resigning.

(c) The Board may remove a member of a standing committee when, in its judgment, the best interests of the Corporation will be served by such removal.

(d) The President shall fill all vacancies in standing committees, subject to the approval of the Board.

(e) Meetings of standing committees may be called by their respective chair or by the President. Each committee shall meet as often as is necessary to perform its functions.

(f) Each standing committee may adopt rules for its own governance, provided such rules are not inconsistent with the law, the Charter or these Bylaws.

(g) A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any committee meeting. The act of a majority of the members of a standing committee present at a meeting at which a quorum is present shall be the act of the committee. Unless otherwise provided, a chair of a standing committee shall be entitled to vote on any question before the committee.

(h) Each standing committee may invite additional individuals with expertise or familiarity in a pertinent area to meet with and assist the committee. Such individuals shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of the committee.

Section 8.3 Standing Committees. The Board of Directors shall maintain the following standing committees, and such additional standing committees as it may determine from time to time to be necessary or desirable for the proper functioning of the Corporation:

- (a) *Strategic Leadership and Governance Committee.* The Strategic Leadership and Governance Committee shall develop the tools and processes to support the continued fulfillment of the board objectives and growth initiatives.
- (b) *Culture Committee.* The Culture Committee shall maintain staff culture of attachment based leadership.
- (c) *Sustainability Committee.* The Sustainability Committee shall increase revenue to address capacity needs.
- (d) *North Star Committee.* The North Star Committee shall create a Refuge Center campus.
- (e) *Marketing Committee.* The Marketing Committee shall increase awareness about the Refuge Center for Counseling through strategic marketing and public relations efforts.
- (f) *Quality Committee.* The Quality Committee shall ensure the Refuge Center for Counseling's values of systemic health, affordability, excellence, Christ-centered faith, education, and hope.

Section 8.4 Ad Hoc Committees. The President, with the approval of the Board as evidenced by resolution, may from time to time create such ad hoc committees as the President believes necessary or desirable to investigate matters or to advise the Board. Ad hoc committees shall limit their activities to the accomplishment of the tasks for which created and shall have no power to act except as specifically conferred by resolution of the Board. Such committees shall operate until their tasks have been accomplished or until earlier discharged by the Board.

ARTICLE IX

CONTRACTS, LOANS, CHECKS, DEPOSITS, AND ASSETS

Section 9.1 Contracts and Employment of Agents. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, or 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. The Board is specifically authorized to enter into such agreements as, in its discretion, it may deem necessary or desirable, with qualified individuals, institutions or agencies to act provide service to the Corporation as the Board may from time to time deem necessary or appropriate. Furthermore, the Board of Directors shall be specifically authorized, in its sole discretion, to employ and to pay the compensation or such agents,

accountants, experts, and other counsel, legal, or otherwise, as the Board shall deem advisable, and to delegate discretionary powers to, and rely upon information furnished by, such individuals or entities.

Section 9.2 Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 9.3 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

Section 9.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, or other depositories as the Board of Directors may select.

Section 9.5 Disposition of Assets. A majority of the directors must approve the mortgage, encumbrance, and/or transfer of all, any or substantially all of the Corporation's assets.

ARTICLE X

CONFLICTING INTEREST TRANSACTIONS

Section 10.1 General. Directors are obliged to fulfill their fiduciary duty to the Corporation by disclosing conflicting interest transactions. A director has a conflicting interest transaction when the director or a related person, as established by the Tennessee Nonprofit Corporation Act, is a party to or has knowledge of and a material financial interest, as established by the Tennessee Nonprofit Corporation Act, in the transaction to be effected by the Corporation. A director may pursue a conflicting interest transaction in conformity with the procedures established by the Tennessee Nonprofit Corporation Act. These include disclosing information respecting the subject matter of the transaction followed by authorization through an affirmative vote of a majority of qualified directors. Qualified directors are those persons as to whom the transaction is not a conflicting interest transaction and who do not have a material relationship with a director who has a conflicting interest with respect to the transaction. A conflict of interest transaction is not voidable or the basis for imposing liability on the director or officer if the transaction was fair at the time it was entered into, or if the transaction is approved as provided in Section 10.2

Section 10.2 Manner of Approval. A conflicting interest transaction may be approved if:

(a) The material facts of the transaction and the interest of the director or officer were disclosed or known to the Board of Directors, and the Qualified Directors, as defined in Section 10.1., approved or ratified the transaction; or

(b) Approval is obtained from the Attorney General of the State of Tennessee, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.

Section 10.3 Quorum Requirements. For purposes of Section 10.2, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors, or on a committee consisting entirely of members of the Board of Directors, who have no direct or indirect interest in the transaction; but a transaction may not be authorized, approved or ratified under this Article by a single director. A quorum is present for the purpose of taking action under this Article if a majority of the Directors on the Board who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction. The presence of, or vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection 10.2(a) if the transaction is otherwise approved as provided in Section 10.2.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given to any director, officer or committee member of the Corporation under the provisions of these Bylaws, the Charter, or the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENTS

These Bylaws and the Charter may be altered, amended, or repealed, and a new Charter or Bylaws adopted, upon the affirmative vote of three-fourths (75%) of the Board of Directors

present at any annual or special meeting, except to the extent that such alteration, amendment or repeal is inconsistent with Article XIV hereof.

ARTICLE XIV

EXEMPT STATUS

The Corporation has been organized and will be operated exclusively for exempt purposes within the meaning of I.R.C. §501(c)(3) and, as such, will be exempt from taxation under I.R.C. §501(a). Any provision of these Bylaws or of the Charter which would in any manner adversely affect the Corporation's tax exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the Corporation's tax exempt status.

Effective the 9th day of February, 2016.



Dawn Garcia, Secretary



Andy Hammer, President