

**BYLAWS OF
LAWYERS' ASSOCIATION FOR WOMEN
MARION GRIFFIN CHAPTER FOUNDATION**

These Bylaws shall regulate the business and affairs of Lawyers' Association for Women Marion Griffin Chapter Foundation (the "Corporation"), subject to the provisions of the Corporation's Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act ("TNCA").

ARTICLE I

CORPORATION

SECTION 1.1. Corporate Name. The name of the Corporation shall be Lawyers' Association for Women Marion Griffin Chapter Foundation, a Tennessee public benefit corporation organized pursuant to the Tennessee Nonprofit Corporation Act (the "Act").

SECTION 1.2. Corporate Offices. The Corporation shall have and continuously maintain in the State of Tennessee a registered office and registered agent whose office address is identical with such registered office. The Corporation shall have a principal office at 8009 Claytie Circle, Nashville, Tennessee 37221, or at such other place as shall be designated by the board of directors and may have other offices within or without the State of Tennessee as the board of directors may from time to time determine.

SECTION 1.3. Corporate Purposes. The Corporation is organized exclusively for the following charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code (the "Code"):

(A) To promote, support, and foster charitable programs and services that advocate for and encourage the participation and inclusion of women in the legal profession, on the bench, in bar associations, and in leadership positions;

(B) To educate individuals about issues affecting women in the legal profession and legal issues affecting women in society;

(C) To foster dialogue about unjust societal discrimination and bias; and that promote diversity in the workplace, bar association membership, and legal profession generally; and

(C) To engage in other activities in furtherance of such purposes and exercise any and all powers, rights, and privileges as may be authorized by the Charter of the Corporation and that are permitted to be carried on by an entity either (i) exempt from Federal income taxation under Section 501(c)(3) of the Code, or (ii) to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE II

DIRECTORS

2.1 GENERAL POWERS. The powers and purposes of the Corporation are set forth in the Charter. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors.

2.2 NUMBER, TENURE, AND QUALIFICATIONS. The Board of Directors of the Corporation shall consist of three (3) members, but may be increased or decreased (but not below three members) by amendment of this section. Directors shall serve for one year terms. Each Director shall continue as Director until the earlier of such time as (i) the annual meeting of the Board of Directors that takes place and until his or her successor has been elected and qualified; or (ii) the death, resignation, disqualification or removal of the Director. Directors may serve for an unlimited number of terms and need not be residents of the State of Tennessee.

2.3 VACANCIES. Should a vacancy occur in a Director position, such vacancy shall be filled by appointment of the Board of Directors and the successor's term shall take effect as of the effective date of such appointment.

2.4 REMOVAL. A Director may be removed at any time with or without cause by the unanimous affirmative vote of the other Directors.

2.5 INFORMAL ACTION. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote.

2.6 ANNUAL MEETING. An annual meeting of the Board of Directors shall be held in Tennessee, beginning with the year 2023, at such time and at such location as shall be determined by the Board. At the annual meeting, the Board of Directors shall elect the new Directors to fill vacant positions and the Corporation's officers for the coming year, shall review all annual reports of the Corporation, and shall address any other business as may properly come before the Board. New Board members, if any, shall take office at the adjournment of the annual meeting.

2.7 DELAYED ANNUAL MEETING. If, for any reason, the annual meeting of the Board of Directors shall not be held on the day hereinbefore designated, such meeting may be called and held as a special meeting, and the same proceedings may be had thereat as at an annual meeting.

2.8 REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at such time and at such location as shall be determined by the Board of Directors.

2.9 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President, and shall be called by the President upon the written request of a majority of the Directors in office. The person or persons authorized to call special

meetings of the Board of Directors may fix any place, either within or without the State of Tennessee, as the place for holding any special meeting of the Board of Directors called by them.

2.10 NOTICE. Notice of the Annual Meeting shall be given at least five (5) calendar days prior thereto. Notice of any regular or special meeting shall be given at least two (2) calendar days prior thereto. Notices of the Annual Meeting, regular meetings, or special meetings, shall be by written notice delivered personally, mailed, emailed or faxed to each Director at his or her address shown in the Corporation's records. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any notice required hereunder shall state the time and place of the meeting.

2.11 TELEPHONE MEETINGS. The Directors may participate in any meeting of the Board of Directors by means of conference telephone or similar communications equipment, provided all persons participating in the meeting can hear and speak to each other at the same time. Participation of a Director by means of conference telephone or similar communications equipment shall constitute presence of the Director in person at the meeting.

2.12 QUORUM. Except as otherwise provided in these Bylaws, a majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

2.13 MANNER OF ACTING. Unless otherwise required by law, by the Charter, or by these Bylaws, if a quorum is present at a meeting of the Directors, the affirmative vote of a majority of the Director's present at the meeting shall be the act of the Board of Directors.

2.14 ACTION BY WRITTEN CONSENT. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting by consent in writing, setting forth the action so taken. If all Directors consent to taking such action without a meeting, the affirmative vote of a majority of the Directors then in office, evidenced by their signatures on such written consent, shall have the same force and effect as a majority vote at a meeting of the Board of Directors.

2.15 COMPENSATION. No Director shall receive compensation for his or her services as a Director. However, any expenses incurred by a Director by reason of his or her duties or responsibilities as such may be paid by the Corporation. Nothing contained herein shall be construed to preclude a Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE III

OFFICERS

3.1 OFFICERS. The officers of the Corporation shall be a President and a Secretary, and such other officers as maybe designated by the Board of Directors. Any two offices may be held by the same person except those of the President and Secretary.

3.2 ELECTION AND TERM OF OFFICE. Each officer shall hold office for a one-year term or until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. After the initial election of officers at the Corporation's organizational meeting, the officers of the Corporation shall be elected every year by the Board of Directors at the Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as shall be convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

3.3 REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

3.4 VACANCIES. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

3.5 PRESIDENT. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

3.6 SECRETARY. The Secretary shall (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

3.7 VICE PRESIDENT (IF ANY). The Vice President shall perform such duties as may be assigned to him or her by the Board of Directors. In case of the death, disability, or absence of the President, the Vice President shall perform and be vested with all the duties and powers of the President.

3.8 TREASURER (IF ANY). The Treasurer shall have the custody of all funds and securities of the Corporation and shall keep proper accounts of same; when necessary or proper, the Treasurer shall endorse, on behalf of the Corporation, all checks, notes, and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks as the Board of Directors may designate. The Treasurer shall enter regularly in the books of the Corporation to

be kept by the Treasurer for that purpose a full and accurate account of all monies received and paid out by the Treasurer on account of the Corporation, and the Treasurer shall at all reasonable times exhibit the Treasurer's books and accounts to any Director upon application at the office of the Corporation during business hours; the Treasurer shall perform all acts incident to the position of the treasurer, subject to the control of the Board of Directors.

ARTICLE IV

CONTRACTS, LOANS, CHECKS AND DEPOSITS

4.1 **CONTRACTS.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

4.2 **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.

4.3 **CHECKS, DRAFTS, ORDERS, 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.

4.4 **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, trust companies, or other depositories as the Board of Directors may select.

ARTICLE V

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

ARTICLE VII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of these Bylaws, or under the provisions of the Charter, or under the provisions of the TNCA, 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 VIII

AMENDMENT OF BYLAWS

These Bylaws may be amended if the following conditions are satisfied: (i) the amendment is approved by the affirmative vote of a majority of the Board of Directors if notice of the proposed amendment is contained in the notice of the meeting to the Board of Directors, and (ii) the amendment is not inconsistent with the Corporation's Charter.

CERTIFICATE

It is hereby certified on this date that I am the duly elected and qualified Secretary of the Corporation, and that on the 11th day of November, 2022, the foregoing Bylaws were adopted by unanimous vote of all the Board of Directors.

DocuSigned by:

Sara Anne Quinn

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Sara Anne Quinn, Secretary