

BYLAWS
OF
METRO IDEAS PROJECT

(a Tennessee nonprofit corporation)

These Bylaws shall regulate the affairs of Metro Ideas Project (the “Corporation”), subject to the provisions of the Corporation’s charter and any applicable provisions of the Tennessee Nonprofit Corporation Act (the “Act”).

ARTICLE 1
NAME

The name of the Corporation is Metro Ideas Project.

ARTICLE 2
OFFICES

The Corporation shall designate and continuously maintain a registered office in the State of Tennessee. The principal office of the Corporation shall be that which is designated as such in its charter. The Corporation may also have other offices within and without the State of Tennessee at such places as the Board of Directors (sometimes referred to herein as the “Board”) may from time to time determine. The Corporation shall designate and continuously maintain a registered agent in the State of Tennessee at its registered office.

ARTICLE 3
PURPOSES

The purpose of this Corporation shall be as provided in its charter. The Corporation is irrevocably dedicated to and operated exclusively for charitable, scientific, literary and educational purposes within the meaning of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code (the “Code”), and no part of the income or assets of the Corporation shall be distributed to, or inure to the benefit of, any person.

ARTICLE 4
NO MEMBERS

The Corporation will not have “members” as this term is defined in the Act.

ARTICLE 5
BOARD OF DIRECTORS

5.1. General. The affairs of the Corporation shall be managed by a Board of Directors, each of whom shall be of legal age. Directors need not be residents of the State of Tennessee.

5.2. Number. There shall be no fewer than three (3) nor more than thirty (30) Directors.

5.3. Directors. All Directors shall have equal and full voting responsibilities as members of the Board.

5.4. Election and Term. Directors shall be elected initially by the incorporator, and thereafter by the Directors at annual meetings for terms not to exceed three (3) years, except that to establish staggered terms, the initial directors elected by the incorporator shall serve initial terms which may be longer or shorter than three years, as designated by the incorporator. Each Director shall hold office until the expiration of the term for which he or she is elected, and thereafter until his or her successor has been elected and qualified, or until removed as provided in Paragraph 5.6 below.

Each Director shall be entitled to one vote, and the result will be determined by the majority of the votes cast.

5.5. Vacancy. Vacancies occurring in the Board by death, resignation, refusal to serve, or otherwise, shall be filled for the unexpired term by the remaining Directors at any regular or special meeting.

5.6. Resignation. Any Director may resign at any time by giving written notice to the President, the Secretary or to the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board.

5.7. Removal. All Directors shall serve at the pleasure of the Board, and any Director may be removed at any time with or without cause by a two-thirds (2/3) majority vote of all the Directors then serving.

5.8. Committees. The Board, by resolution adopted by a majority of the entire Board, may designate an executive committee, consisting of two (2) or more Directors, and other committees, consisting of two (2) or more persons, who may or may not be Directors, and may delegate to such committee or committees all such authority of the Board that the Directors may legally delegate. However, no committee shall: (a) authorize distributions; (b) approve or recommend the dissolution, merger or sale of the Corporation; (c) approve or recommend the sale, pledge or transfer of all or substantially all of the Corporation's assets; (d) elect, appoint or remove Directors or fill vacancies on the Board or any of its committees; (e) adopt, amend or repeal the charter or bylaws; or (f) approve or recommend any action that the Act requires to be approved by the Board. Each committee shall keep minutes and report any action taken to the meeting of the Board next following the taking of such action, unless the Board otherwise requires. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of the committee. Each such committee, and each member of any committee, shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not relieve any Director of any responsibility imposed by law. So far as applicable, the provisions of law relating to the conduct of meetings of the Board shall govern meetings of the executive and other committees.

5.9. Advisory Board and Honorary Directors. The Board shall have the power to create an advisory board, or to appoint such honorary directors to the Board, as it may by resolution determine. One of the Directors of the Corporation shall be the chair of any advisory board. Such advisors or honorary directors may be invited by the Board to attend meetings of the Board or to make recommendations to the Board, but no such advisors or honorary directors shall have any power to vote.

ARTICLE 6

MEETINGS OF THE BOARD

6.1. Place of Meetings. Board meetings shall be held at the principal office of the Corporation or at any place within or without the United States that the Board may from time to time designate.

6.2. Annual Meetings; Regular Meetings. The Board shall meet each year, without notice, on the second Tuesday of the third month after the close of the Corporation's fiscal year. Except as otherwise provided in Paragraph 6.4, other regular meetings of the Board shall be held without notice at such time and place as may be specified in advance by resolution of the Board.

6.3. Special Meetings. Special meetings of the Board may be called at any time by the President or by two or more Directors.

6.4. Notice Requirements. Notice of special meetings, setting forth the place and the day and hour of the meeting, shall be given to each Director, by any usual means of communication not less than two (2) days before the meeting. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice or any waiver of notice of such meeting. However, written notice describing the purpose of the meeting shall be given to each Director not less than seven (7) days before any special or regular meeting called to amend the charter or the bylaws; remove a Director; adopt a plan of merger or dissolution; or consider the sale, lease, exchange or other disposition of all or substantially all of the Corporation's assets. Such notice shall contain or be accompanied by a copy or summary of such amendment, plan or transaction.

6.5. Waiver of Notice. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director at the beginning of the meeting (or promptly upon his or her 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. Whenever the Board is authorized to take any action after notice to any person or persons, or the lapse of a prescribed period of time, the action may be taken without such requirements if at any time before or after the action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submit a signed waiver of notice or of such requirement.

6.6. Quorum. At all meetings of the Board a majority of the total Directors then in office shall constitute a quorum for the transaction of business. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present, and a meeting may be adjourned despite the absence of a quorum.

6.7. Voting of Directors. The vote of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board, unless a vote of a greater number is required by law or by these bylaws.

6.8. Presumption of Assent. A Director who is present at a Board meeting shall be presumed to have concurred in action taken at the meeting unless he or she objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting, and his or her dissent or abstention from the action taken is entered in the minutes, or he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

6.9. Action by Consent. Action required or permitted under Tennessee law to be taken at a Board meeting may be taken without a meeting. If all Directors consent to taking such action without a meeting, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting is the act of the Board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken is effective when the last Director signs the consent, unless the consent specifies a different effective date.

6.10. Participation in Meetings Through Differing Means of Communication Allowed. Participation by members of the Board or any committee designated by the Board in any meeting of the Board or committee by means of any communications equipment by which all persons participating in the meeting can hear each other shall be permitted. Participation in such a meeting pursuant to this Paragraph 6.10 shall constitute presence in person at such meeting. The Directors or committee members, as appropriate, shall be promptly furnished a copy of the minutes of any meeting held under this paragraph.

ARTICLE 7

COMPENSATION OF DIRECTORS

Directors shall not receive any compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the Corporation.

ARTICLE 8

OFFICERS

8.1. Titles of Officers. The Corporation shall have a President/Executive Director, a Secretary and such other officers as are elected from time to time. One person may be elected to more than one office, except that the offices of Chairman and/or President and Secretary may not be held by the same person.

8.2. Election. All officers shall be elected or appointed at the annual meeting of the Board.

8.3. Term of Office. The officers of the Corporation shall be elected for terms of one year. Each officer shall hold office until the expiration of the term for which he or she is elected and thereafter until his or her successor has been elected or appointed and qualified, except where removed from office as hereinafter provided. There shall be no limitation on the number of terms an officer may serve.

8.4. Removal. Any officer may be removed by the vote of a majority of the entire Board whenever in its judgment the best interest of the Corporation will be served thereby.

8.5. Powers and Duties of Officers. The powers and duties of the officers of the Corporation shall be as follows:

(a) Chairman. The Chairman, if one is elected, shall preside at all Board meetings, shall see that all orders and resolutions of the Board are carried into effect and shall perform such other duties as the Board may from time to time prescribe. If a Chairman is elected but no President is elected, the Chairman shall also discharge those duties of the President as described below.

(b) President. The President, who may also be known as the Executive Director, shall be the chief executive officer of the Corporation, and shall have general supervision over the active management of the business and affairs of the Corporation, including supervising all employees of the Corporation, reporting to the Board any violation of the rules and regulations (if any), collecting any charges or fees, and keeping records in the form prescribed from time to time by the Board of Directors and reporting thereon whenever so requested by the Board. The President shall be directly responsible to the Board and shall report directly to the Board. If a President is elected but no Chairman is elected, then the President shall also discharge those duties of Chairman as described above. In addition to the forgoing, the President shall have the following powers and duties:

- (i) The President shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation.
- (ii) The President may enter into any contract or executive and deliver any instrument in the name of and on behalf of the Corporation, including but not limited to bonds, notes, debentures, and mortgages.
- (iii) The President shall prepare and submit to the Board of Directors for its approval an annual budget and all supplements thereto for each fiscal year. The President shall submit to the Board at its annual meeting a report summarizing the operations and affairs of the Corporation and its activities during the preceding year. The President shall also make such reports to the Board as may be appropriate, or which may be required by these Bylaws, or by the Board itself.
- (iv) The President shall have the power to employ, remove, and suspend all employees and agents not elected or appointed by the Board of Directors, to determine the duties and responsibilities of such persons,

to create such titles for such persons and such officer may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons.

- (v) The President may be invited to participate in any meeting of the Board of Directors and any committee thereof.
- (vi) The President shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

(c) Vice Chairman. The Vice Chairman, if any, shall have such powers and perform such duties as may be assigned to him or her by the Board or the Chairman. In the absence or disability of the Chairman, the Vice Chairman shall perform the duties and exercise the powers of the Chairman. The Vice Chairman may sign and execute contracts and other obligations pertaining to the regular course of his or her duties.

(d) Secretary. The Secretary shall attend all Board meetings and shall be responsible for preparing the minutes of such meetings. The Secretary shall be responsible for the care and custody of the minute book of the Corporation and for authenticating records of the Corporation. It shall be his or her duty to give or cause to be given notice of all Board meetings. The Secretary shall also perform such other duties as may be assigned to him or her by the Board or by the Chairman or the President under whose supervision he or she shall act. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof.

(e) Treasurer. The Treasurer, if any, shall have custody of the Corporation funds and securities, shall keep full and accurate account of receipts and disbursements in the appropriate Corporation books, and shall require the deposit of all monies and other valuable assets in the name of and to the credit of the Corporation in such financial institutions as may be designated by the Board. The Treasurer shall require disbursement of the funds of the Corporation as may be ordered by the Board, and shall render to the Chairman (or President) and the Board, at any time they may require, an account of his or her transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE 9

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

9.1. Authorization. The Board 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. 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.

9.2. Funds. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select, or as may be designated by any officer or officers or agent or agents of the Corporation to whom such power may be delegated by the Board.

9.3. Acceptance of Gifts. The Board or any officer or officers or agent or agents of the Corporation to whom such authority may be delegated by the Board, may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

9.4. Bond. At the direction of the Directors, any officer or employee of the Corporation shall be bonded. The expense of furnishing any such bond shall be paid by the Corporation.

ARTICLE 10

SEAL

The Corporation may have a corporate seal which may be altered at pleasure, but the presence or absence of such seal on any instrument, or its addition thereto, shall not affect its character or validity or legal effect in any respect.

ARTICLE 11

LIMITED LIABILITY OF DIRECTORS

The liability of the Directors and officers of this Corporation shall be limited to the maximum extent permissible in accordance with the provisions of the charter of the Corporation and the Act, as now or hereafter in effect.

ARTICLE 12

INDEMNIFICATION

Any Director or officer, or his executor or administrator, shall be entitled to indemnification to the fullest extent allowed in accordance with the charter of the Corporation and the Act, as now or hereafter in effect.

ARTICLE 13

AMENDMENT

These bylaws may be amended or repealed, and new bylaws may be adopted, by the vote of a majority of the entire Board. The resulting bylaws may contain any provision for the regulation and management of business of the Corporation not inconsistent with law and the charter.

ARTICLE 14

EXEMPT ACTIVITIES

Notwithstanding any other provision of these bylaws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of

the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 15
MISCELLANEOUS

15.1. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board.

15.2. Notices. Whenever notice is required to be given to Directors or officers, unless otherwise provided by law, the charter or these bylaws, such notice may be given in person, or by telephone, telegraph, teletype or other form of wire or wireless communication, or by mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of the Corporation. Written notice shall deemed to have been given at the earliest of the following:

(a) When received;

(b) Five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or

(c) On the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid and the receipt is signed by or on behalf of the addressee.

15.3. Waiver of Notice. Whenever any notice is required to be given under the provisions of any statute, or of the charter or these bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the data stated thereon, and delivered to the Secretary of the Corporation and included in the minutes or corporate records, shall be deemed equivalent thereto.