



NASHVILLE KANGAROOS INC

Code of Bylaws of the Nashville Kangaroos, Inc.

Ratified 2009-02-04

Article I

Identification

Section 1.01	Name	The Name of the Corporation is the Nashville Kangaroos, Inc. (hereinafter referred to as "the Corporation").
Section 1.02 (Current)	Principle Office and Resident Agent	The post office address of the principal office of the Corporation is 3233 Riverwalk Drive; Nashville, TN 37214; and the name and post office address of its resident agent in charge of such office is Grant White 3233 Riverwalk Drive; Nashville, TN 37214 (2003-current)
Section 1.02 (Past)	Principle Office and Resident Agent	The post office address of the principal office of the Corporation is 2519 West Linden Avenue; Nashville, TN 37212; and the name and post office Address of its resident agent in charge of such office is Shane Clohesy 2519 West Linden Avenue; Nashville, TN 37212 (2002-2003)
Section 1.02 (Past)	Principle Office and Resident Agent	The post office address of the principal office of the Corporation is 2109 Natchez Trace; Nashville, TN 37212; and the name and post office Address of its resident agent in charge of such office is Peter John Beare 2109 Natchez Trace; Nashville, TN 37212 (1998-2001)
Section 1.03	Seal	The seal of the Corporation shall be circular in form and mounted upon a metal die, suitable for impressing the same upon paper. About the upper periphery of The seal shall appear the words "The Nashville Kangaroos, Inc.," and about the lower periphery thereof words "Corporate Seal" and "1998".
Section 1.04	Fiscal Year	The fiscal year of the Corporation shall being at the beginning of the first day of January in each year and end at the close of the last day of December next succeeding.

Article II

Membership

Section 2.01	Cost of Membership	The board of directors shall fix the annual dues for membership to the Corporation for such consideration as has been fixed by such board pursuant to the provisions of Article IV of these BYLAWS.
Section 2.02	Payment for Membership	Subject to the provisions of the articles of incorporation, the consideration for membership in the Corporation maybe paid only in money, in other property, or in labor actually performed for, or services actually rendered to, the Corporation.
Section 2.03	Transfer of Membership	The membership to the Corporation is nontransferable.

Article III

Meetings of Members

Section 3.01	Place of Meetings	All meetings of members of the Corporation shall be held at such place, within the State of Tennessee, as may be specified in the respective notices or waivers of notices or waivers of notice thereof, or proxies to represent member's threat.
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Section 3.02	Annual General Meeting	The Annual General Meeting of the members for the election of directors, and for the transaction of such other business as may be properly brought to the meeting, shall be held on the last Saturday of October . If for any reason the Annual General Meeting of the members shall not be held as herein provided, the same may be held at any time thereafter, or the business to be transacted at such meeting may be transacted at any special meeting called for that purpose.
Section 3.03	Special Meetings	Special meetings of the members may be called by the President, by the board of directors, or by not less than one-fourth of all members.
Section 3.04	Notice of Meetings	A written or printed notice, stating the place, day and hour of the meeting, and in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary or by the officers or persons calling the meeting, to each member in good standing, at such address as appears upon the records of the Corporation, at least ten days before the date of the meeting. Notice of any such meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called, and the time and place thereof. Attendance at any meeting, in person or by proxy, shall constitute a waiver of notice of such meeting.
Section 3.05	Voting of Meetings	
Clause 3.05.1	Voting Rights	Except as otherwise provided by law or by the provisions of the articles of incorporation, every member of the Corporation in good standing shall have the right at all meetings of the members of the Corporation to one vote.
Clause 3.05.2	Proxies	A member may vote, either in person or by proxy executed in writing by the member or a duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless a longer time is expressly provided therein.
Clause 3.05.3	Quorum	Unless otherwise provided by the articles of incorporation, at any meeting of members, a majority of the members entitled to vote, represented in person or by proxy, shall constitute a quorum.
Section 3.06	Election of Board of Directors	
Clause 3.06.1	Number of Directors	The number of directors to serve on the board is to be no less than three (3) and no more than seven (7).
Clause 3.06.2	Term of Directors	Each director shall begin serving a one (1) year term upon election and shall continue to serve until the subsequent election. A director may voluntarily step down by communicating such intent in writing to the President or Secretary.
Clause 3.06.3	Director Eligibility Criteria	Any member in good standing may be nominated to serve on the board of directors
Clause 3.06.4	Nomination Process	The Secretary shall send or cause to be sent to all members in good standing the board of directors nomination form. Such form shall include the criteria for nomination, the date, time and place of the Annual General Meeting, and the deadline for nominations to be submitted.
Clause 3.06.5	Election of Directors Criteria	The election of the directors shall be by a majority of the members in attendance at the Annual General Meeting, whether in person or by written proxy (as detailed in Section 3.05). Should more than seven (7) nominations be properly received, then such voting shall be by secret ballot, with such counting of votes being carried out by the Secretary.

Article IV

The Board of Directors

Section 4.01	Annual Meeting	The board of directors shall meet each year immediately after the annual meeting of the members, at the place where such meeting of the members
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Section 4.02	Other Meetings	<p>has been held, for the purpose of organization, election of officers, and consideration of other business that may be brought before the meeting. The election of officers may be by any method the board of directors chooses. No notice shall be necessary for the holding of the annual meeting. If such meeting is not held as above provided, the election of officers may be had at any subsequent meeting of the board specifically called in the manner provided in section 2 of this article.</p> <p>Other meetings of the board of directors may be held upon the call of the President, or of two or more members of the board of directors at any place within or without the State of Tennessee, upon forty-eight hours notice, specifying the time, place and general purpose of the meeting, given to each director, either personally, by mailing, or by telegram. At any meeting at which all directors are present, notice of the time, place and purpose thereof shall be deemed waived; similar notice may likewise be waived by absent directors, either by written instrument or by telegram.</p>
Section 4.03	Quorum	<p>At any meeting of the board of directors, the presence of a majority of the members of the board of directors then qualified and acting shall constitute a quorum for the transaction of any business except the filling of vacancies in the board of directors.</p>

Article V

The Officers of the Corporation

Section 5.01	Officers	<p>The officers of the Corporation shall consist of a President, a Secretary and a Treasurer. Any two or more officers may be held by the same person, except that the duties of the President and Secretary shall not be performed by the same person. The board of directors by resolution may create and define the duties of other offices in the Corporation, and may elect or appoint persons to fill such offices.</p>
Section 5.02	Vacancies	<p>Whenever any vacancies shall occur in any office by death, resignation, increase in the number of offices of the Corporation, or otherwise, the same shall be filled by the board of directors, and any officer so appointed shall hold office until a successor is chosen and qualified.</p>
Section 5.03	The President	<p>The President shall preside at all meetings of members and directors, discharge all duties which devolve upon a presiding officer, and perform such other duties as this code of bylaws provides or the board of directors may prescribe.</p> <p>The president shall have full authority to execute proxies on behalf of the Corporation, to vote stock owned by it in any other corporation, and to execute, with the Secretary, powers of attorney appointing other corporations, partnerships or individuals as the agent of the Corporation, with all such authority subject to the provisions of the Tennessee Nonprofit Corporation Act, the articles of incorporation, and this code of bylaws</p>
Section 5.04	The Secretary	<p>The Secretary shall have the custody and care of the corporate seal, records, minutes and member book of the Corporation. The Secretary shall attend all meetings of the members and of the board of directors, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the board of directors, when required. The Secretary shall attend to the giving and serving of all notices of the Corporation, shall file and take charge of all papers and documents belonging to the Corporation and shall perform such other duties as this code of bylaws may be required or the board of directors may prescribe.</p>
Section 5.05	The Treasurer	<p>The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall be the legal custodian of all moneys, notes, securities and other valuables which may from time to time come into the possession of the Corporation. The Treasurer shall immediately deposit all funds of the Corporation in an FDIC-insured bank or depository to be designated by the board of directors; shall produce or cause to be produced a statement of the financial condition of the</p>

Section 5.06	Delegation of Authority	<p>Corporation on at least an annual basis; shall file or cause to be filed any state or federal tax filings; and shall perform such other duties as this code of bylaws may require or the board of directors may prescribe. The Treasurer may be required to furnish bond in such amount as shall be determined by the board of directors.</p> <p>In case of the absence of any officer of the Corporation, or for any other reason that the board of directors may deem sufficient, the board of directors may delegate the powers or duties of such officer to any other officer or to any director, for time being, provided a majority of the entire board of directors concurs therein.</p>
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Article VI
Corporate Books

Section 6.01	Place of Keeping, In General	<p>Except as otherwise provided by the laws of the State of Tennessee, by the articles of incorporation of the Corporation, or by these bylaws, the books and records of the Corporation may be kept at such place or places, within or without the State of Tennessee, as the board of directors may from time to time by resolution determine.</p>
Section 6.02	Member Register	<p>The original or duplicate member register shall be employed by the Corporation either within or without the State of Tennessee, a complete and accurate list of members, alphabetically arranged, giving the names and addresses of all members shall be kept at the principal office of the Corporation in the State of Tennessee.</p>

Article VII
Contracts, Checks, Notes, Etc.

Section 7.01	In General	<p>All contracts and agreements authorized by the board of directors, and all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money, shall, unless otherwise directed by the board of directors, or unless otherwise required by law, be signed by any two of the following officers, who are different persons: president, treasurer or secretary. The board of directors may, however, authorize any one of such officers to sign checks, drafts and orders for the payment of money singly and without necessity of countersignature, and may designate employees of the Corporation, other than those name above, who may, in the name of the Corporation, execute drafts, checks and orders for the payment of money in its behalf.</p>
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Article VIII
Amendments

Section 8.01	In General	<p>The power to make, alter, amend or repeal this code of bylaws-is vested in the board of directors, but such action requires approval of the members pursuant to the provisions of Article III of these BYLAWS.</p>
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