

*Recent Amendments to the Cumberland Heights Bylaws are underlined. The Amendments were adopted by a majority vote of the Board of Trustees on February 5, 2014.

CUMBERLAND HEIGHTS FOUNDATION, INC

BYLAWS

ARTICLE I

Name

The name of this Corporation shall be Cumberland Heights Foundation, Inc., hereinafter referred to as the "Corporation" organized under the laws of the State of Tennessee.

ARTICLE II

Purpose and Mission

- Section 1. The purpose of the Corporation shall be those as established in the Charter of Incorporation issued by the Secretary of State.
- Section 2. The mission of the Corporation shall be to provide the highest quality care possible, in a cost effective manner, for persons and families who are at risk for or who are suffering from the disease of chemical dependency. Treatment encompasses the physical, mental, emotional, and spiritual dimensions of recovery by offering a safe, loving, and healing environment, combining professional excellence and the principles of the Twelve Steps.

ARTICLE III

Board of Directors

The powers of the Corporation shall be exercised by an independent Board of Directors.

- Section 1. The entire membership of the Board of Directors shall be not less than nine (9) or more than thirty (30), excluding the four ex-officio members.
- Section 2. It shall be the responsibility of the Board of Directors to oversee, monitor, and make policy for the Corporation.
- Section 3. The Board of Directors shall include three (3) ex-officio members; the Chief Executive Officer, the President of the Alumni Association, and the President of the Friends of Cumberland Heights.
- Section 4. The term of office for the Board of Directors shall be three (3) years. Members of the Board may be nominated and elected for additional consecutive three (3) year terms.

- Section 5. Any member of the Board of Directors may be removed from office for cause or for failing to attend three (3) consecutive Board meetings by the vote of a majority of the Board, and without cause by a vote of two-thirds of the Board.
- Section 6. Any vacancy in the Board of Directors occurring either through any newly created directorships, death, resignation, or removal, shall be filled by the Board of Directors.
- Section 7. If any member of the Board of Directors resigns or leaves office for any reason, the Board of Directors may call a special meeting, or at a regularly scheduled meeting choose a successor who shall hold office for the remainder of the unexpired term.

ARTICLE IV

Meetings

- Section 1. The Board of Directors shall meet not less than quarterly (four times a year). Notice of meetings shall be provided at least ten (10) days prior to the meeting date.
- Section 2. The Executive Committee shall set the time and location of such meetings.
- Section 3. One-third (1/3) of the membership of the Board of Directors shall constitute a quorum.
- Section 4. The April meeting of the Board of Directors shall be the annual meeting and shall include the election of officers and members of the Board. The officers and Board members elected at this meeting shall assume their responsibilities following the annual meeting in which they were elected.
- Section 5. Special meetings of the Board of Directors may be called by the President of the Board, or any two (2) Board members. Notice of such meetings shall be not less than two (2) days prior to the meeting.

ARTICLE V

Officers

- Section 1. The officers of the Corporation shall be President, Vice President/President-elect, Secretary and Treasurer.
- Section 2. All officers of the Board of Directors shall be elected to serve a two (2) year term or until their successors are elected. A term of office shall begin at the close of the meeting following their election.
- Section 3. No member of the Board of Directors shall hold more than one (1) office at a time.

- Section 4. Should a vacancy occur in any office, the Board of Directors shall elect a person to fill the vacancy for the remainder of the expired term. If necessary, a special meeting may be called for this purpose.

ARTICLE VI

Executive Committee

- Section 1. The Executive Committee of the Board shall consist of the officers of the Board, a minimum of three (3) at-large members, and the Chief Executive Officer, ex-officio. The three at-large members shall be appointed by the officers of the Board.
- Section 2. The President of the Board shall serve as Chair of the Executive Committee.
- Section 3. The Executive Committee shall act for and on behalf of the Board at such times when the Board is not convened in regular or special meetings, and shall exercise such other functions and powers as may be specifically delegated by the Board of Directors.
- Section 4. A majority of the Executive Committee shall constitute a quorum.

ARTICLE VII

Committees

- Section 1. In addition to the Executive Committee, the Corporation shall have the following standing committees: Program, Finance, Development, Marketing, Personnel, Nominating, and Buildings and Grounds.
- Section 2. Program Committee: The Program Committee shall be responsible for the periodic review of all clinical programs.
- Section 3. Finance Committee: The Finance Committee shall be responsible for all funds of the Corporation and present at each meeting of the Board of Directors complete information as to the financial status of the Corporation. The Committee shall be composed of no fewer than three (3) voting members of the Board. The Treasurer of the Board shall also be the Chair of the Finance Committee.
- Section 4. Endowment Sub-Committee: Under the direction of the Finance Committee, there shall be a sub-committee responsible for Endowment. This sub-committee's duties shall include reviewing investment strategies to maximize endowment funds. The sub-committee may recommend, but not determine, how endowment funds shall be dispersed to the Corporation. The sub-committee shall be composed of no fewer than three (3) voting members of the Board.

- Section 5. Development Committee: The Development Committee shall be responsible for overseeing all fund raising activities, and for publications and communications that relate to fund-raising. The committee shall provide oversight regarding the manner in which fund raising is carried out. The Committee shall be composed of no fewer than three (3) voting members of the Board.
- Section 6 Marketing Committee: The Marketing Committee shall be responsible for marketing the corporation. The committee's duties shall be to plan and implement strategies for marketing, public relations and communications. The committee shall be composed of no fewer than three (3) voting members of the Board.
- Section 7. Personnel Committee: The Personnel Committee shall be responsible for oversight of all personnel policies, including the periodic review and updating of the Personnel Manual. The Committee shall be composed of no fewer than three (3) voting members of the Board.
- Section 8: Nominating Committee: The Nominating Committee shall be responsible for presenting a slate of candidates for election to the Board of Directors at the annual meeting of the Board. The Committee shall be composed of no fewer than three (3) voting members of the Board.
- Section 9: Buildings and Grounds Committee: The Buildings and Grounds Committee shall be responsible for oversight of all policies pertaining to the general upkeep, maintenance, and appearance of the buildings and grounds. The Committee shall be composed of no fewer than three (3) voting members of the Board.
- Section 10. All committee members shall be appointed by the Board of Directors in consultation with the Committee Chair.
- Section 11. The President of the Corporation and the Chief Executive Officer shall be ex-officio members of all standing committees.
- Section 12. Committee members shall be appointed for one (1) year terms, which will commence immediately following the meeting in which they have been elected to serve. Committee members shall be appointed each year by the Board of Directors.
- Section 13. Committee Chairs shall be appointed by the Board of Directors in consultation with the President of the Board and the Executive Committee. They shall serve one (1) year terms. Committee Chairs may be reappointed each year by the Board of Directors.

Section 14. Such other committees shall be appointed by the Board of Directors in consultation with the President of the Board from time to time as deemed necessary to carry out the work of the Corporation.

Section 15. Committees, if they choose to, may recommend, with the approval of the Board of Directors, non-board members to serve as members of standing committees.

ARTICLE VIII

Chief Executive Officer

The Chief Executive Officer shall be responsible, under the supervision of the Board of Directors for the operation and management of the Corporation and its staff. The Chief Executive Officer shall be an ex-officio member of all standing committees, but without the right to vote as such. The Chief Executive Officer shall be a compensated employee of the Corporation, shall perform such other duties as the Board of Directors may direct, and shall employ the staff and determine the duties and responsibilities of staff members.

ARTICLE IX

Alumni and Friends of Cumberland Heights

Alumni as well as Friends of Cumberland Heights have historically played a vital role in the development and operation of the Cumberland Heights Foundation. It shall be the responsibility of the Board of Directors, through the Chief Executive Officer, to coordinate the Alumni and Friends of Cumberland Heights, to assist in their work and activities, and to ensure that both groups function within the guidelines and parameters of the Cumberland Heights Foundation.

ARTICLE X

Fiscal Year

The fiscal year of the Corporation shall commence January 1 and conclude December 31 of each year.

ARTICLE XI

Parliamentary Authority

The rules contained in **Robert's Rules of Order, Newly Revised** shall govern the conduct of all meetings of the Board of Directors.

ARTICLE XII

Indemnification

To the maximum extent permitted by the provisions of Tennessee Code Annotated - 48-58-501, *et seq.*, as amended from time to time (provided, however, that if an amendment to such Act limits or restricts in any way the indemnification rights permitted by law as of

the date this bylaw is adopted, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this paragraph which occur subsequent to the effective date of such amendment), the Corporation shall indemnify and advance expenses to any director, officer, or employee of the Corporation or person who is or was serving at the request of the Corporation, including his or her heirs, executors and administrators, for the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, including counsel fees actually incurred as a result of such action, suit or proceedings or any appeal thereof, and against all fines, assessments, judgments, penalties and amounts paid in settlement thereof, provided that the liability asserted against him or her or incurred by him or her arose out of his or her status or capacity as director, officer, employee or person who was serving at the request of the Corporation. The Corporation shall have the authority by action of the Board of Directors to purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the Corporation or who is or was serving at the request of the Corporation against any such liability.

ARTICLE XIII

Amendments

Amendments to these Bylaws may be made at any meeting of the Board of Directors by a majority vote of the voting membership of the Board of Directors. Notice of proposed changes shall be made along with notification of the meeting at least ten (10) days prior to the meeting.

ARTICLE XIV

Dissolution Clause

In the event that the Cumberland Heights Foundation ceases operations, the assets of the Corporation shall be dispersed to charitable organizations whose mission and purpose is deemed to be compatible with those of Cumberland Heights.