

AMENDED AND RESTATED BYLAWS
OF
TENNESSEE CIVIL WAR PRESERVATION ASSOCIATION, INC.

ARTICLE 1

NAME, OFFICES AND PURPOSES

1.1 Name. The name of this organization shall be TENNESSEE CIVIL WAR PRESERVATION ASSOCIATION, INC. a Tennessee nonprofit corporation (the "Corporation").

1.2 Offices. The principal office of the Corporation shall be located at 401 Commerce Street, Suite 800, Nashville, Tennessee 37219.

1.3 Purposes. The purposes of the Corporation are: (a) to protect, interpret and make accessible Tennessee's surviving Civil War resources for the benefit of present and future generations; (b) to promote and encourage preservation organizations, civic groups, nonprofit organizations, and other persons to acquire, preserve, and protect Tennessee's remaining Civil War resources; (c) to promote and develop educational programs related to the protection and promotion of Tennessee's Civil War resources; (d) to undertake and perform all of the foregoing activities and services on a nondiscriminatory basis without regard to race, creed, national origin, sex or age and in full compliance with applicable laws, including without limitation, laws and regulations relating to equal opportunity and equal access; (e) to receive funds for corporate purposes from any and all available sources; (f) to hold title, legal or equitable, to property for any purpose incidental to its powers, and to sell or encumber any such property, real or personal; (g) to solicit, receive and expend the proceeds of dues, fees, donations, grants, bequests and legacies for any purpose for which the corporation is formed; (h) to enter into such contracts and to incur such obligations, including borrowings, as are consistent with its powers, objects and purposes, but the private property of the officers and directors of the corporation shall be exempt from the debts of the corporation, and no officer or director shall be individually or collectively liable or responsible for any debts or liabilities of the corporation; and (i) it is the intention that the foregoing clauses shall be construed both as purposes and powers, and the foregoing enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the powers of the corporation; but the corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of its purposes, for the attainment of any one or more of its purposes hereinabove enumerated, or incidental to the purposes hereinafter named, and which are permitted under the Tennessee Nonprofit Corporation Act, to the same extent and as fully as a natural person might or could do.

ARTICLE 2

MEMBERSHIP

2.1 Membership. The membership in the Corporation shall be open to all individuals, organizations, government entities, or corporations with an interest in the heritage and history of the Civil War in Tennessee under criteria and policies established from time to time by the Board.

2.2 Membership Meetings.

(a) Members in good standing who have paid all required dues may attend any meeting of the membership and each Member is entitled to one (1) vote on each matter submitted to the membership for a vote.

(b) There shall be a meeting of the membership each calendar year with such meeting to be held in April, unless otherwise determined by the Board.

(c) Special meetings of the membership may be called from time to time by the Board.

(d) Written or electronic notice of any meeting of the membership stating the place, date, and hour of the meeting shall be provided to each Member at the address for such Member as maintained in the Corporation's books and records not less than ten (10) days more than sixty (60) days before the date of the meeting.

(e) Members shall not be entitled to vote by proxy.

(f) A quorum for any meeting of the membership shall be found if five percent (5%) of the membership in good standing are found to be present at the meeting. Once a quorum is established at any meeting, then all actions voted on at such meeting shall be valid and effective, notwithstanding the fact that a quorum does not exist for the entire meeting.

(g) At the annual meeting of the membership, the membership shall elect the members of the Board and the membership shall vote on any matters pursuant to the membership by the Board.

ARTICLE 3

BOARD OF DIRECTORS

3.1 General Statement. The Board of Directors of the Corporation (the "Board") shall manage and direct the business of the organization.

3.2 Appointment and Terms. Each director shall be appointed for a term of one (1) year with no term limits. Terms of office for all directors shall run from the date of election until the next succeeding meeting of the membership. Directors are eligible for re-election. The Board shall consist of at least one (1) representative from each grand division. In the event that any

Board member elected at the annual meeting of the membership is unable to complete her or his term for any reason, then the Board may, in its discretion, upon majority vote appoint a substitute director therefore which substitute director shall remain in place until the next meeting of the membership. In the event that there are less than fifteen (15) directors, then at any such time, the Board may, in its discretion, upon majority vote appoint persons as directors until there are fifteen (15) directors to hold office as a member of the Board until the next meeting of the membership.

3.3 Number. The number of directors shall be no less than five (5) and no more than fifteen (15).

3.4 Meetings of the Board.

(a) Each director is entitled to one (1) vote at any meeting of the Board.

(b) The annual meeting of the Board shall be held each year on the same date as the annual membership meeting is held, with such annual meeting of the Board to immediately follow the annual membership meeting, at which time the Board shall elect the officers of the Corporation, approve the budget for the upcoming fiscal year (such approval constituting authorization of all expenditures specifically described therein) and conduct other such business as described herein or as may be determined by the Chairperson or the Board. Regular meetings shall be held at least every ninety (90) days, on such dates and at such locations as shall be determined by the Chairperson.

(c) Special meetings may be called at any time by the Chairperson or any two (2) directors. The time and place of any such special meetings shall be determined by the individual(s) who call(s) the meeting.

(d) Written or electronic notices of any meeting of the Board stating the place, date, and hour of the meeting shall be provided to each director at the address for such director as maintained in the Corporation's books and records not less than ten (10) days nor more than sixty (60) days before the date of the meeting.

(e) If a director is not reasonably able to attend a meeting, a majority of the directors present may authorize participation by telephone, so long as the absent director can hear, or be advised of the discussion of business, and other directors can hear, or be advised of the absent director's votes or comments. An absent director participating by telephone may count toward a quorum.

(f) No director shall be permitted to vote by written proxy.

(g) A quorum for any meeting of the Board shall be found if one-third (1/3) of the directors in good standing are found to be present at the meeting. Once a quorum is established at any meeting, then all actions voted on at such meeting shall be valid and effective, notwithstanding the fact that a quorum does not exist for the entire meeting.

(h) Resignation. A director may resign at any time by delivering a written notice to the Board or the Chairperson. A resignation is effective upon delivery unless the notice specifies a later effective date.

3.5 Removal. Two-thirds of the Board may remove any director for such causes as non-participation or other action detrimental to the organization.

ARTICLE 4

OFFICERS OF THE BOARD OF DIRECTORS AND THE CORPORATION

4.1 Number. The Board shall have a President, Vice President, Secretary, Treasurer, and any other officer that the Board from time to time shall deem necessary. The President shall be deemed to be the Chairman. Officers of the Board shall also be officers of the Corporation.

4.2 Nomination, Election and Term. The Board shall elect the officers at its annual meeting. Elections shall be by written ballot unless only one individual is nominated for an office, in which case a voice vote will suffice. All officers shall serve for one (1) year terms, which shall run concurrently with the annual terms of all directors. Each officer shall serve 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. At the discretion of the Board, officers may be re-elected to the same office to serve consecutive terms.

4.3 Duties. All officers shall have that authority and perform those duties in the management of the Corporation which are normally incident to their offices and as the Board from time to time may provide.

4.3.1 President (Chairman). The President (Chairman) shall be the senior officer of the Board and shall preside at all meetings of the Board. The President shall serve as an ex-officio member of all committees.

4.3.2 Vice-President. The Vice-President shall perform all of the duties of the President in the event of the President's absence or inability to act, or in the event of a vacancy in that office. The Board may elect one or more persons to the office of Vice-President and it may assign such duties as it deems advisable.

4.3.3 Secretary. The Secretary shall keep the minutes and the attendance record of the meetings of the Board; shall be responsible for the sending of all notices in accordance with the provisions of these bylaws or as required by law; shall compile an annual report at the end of his or her term; and shall be custodian of the corporate records. The Secretary shall have the authority to appoint such individuals to assist in performance of his/her duties as he/she may deem appropriate.

4.3.4 Treasurer. The Treasurer shall be responsible for all funds, securities, and other property of the Corporation; shall prepare the proposed annual budget and present such budget for approval to the Board at its annual meeting; shall provide a financial

report at all annual and regular meetings of the Board; and shall assist the Secretary in preparing the annual report.

4.4 Resignation. An officer may resign at any time by delivering a written notice to the Board. A resignation is effective upon delivery unless the notice specifies a later effective date.

4.5 Removal. An officer may be removed with or without cause by a majority of the Board.

4.6 No Salary. All officers shall serve without salary or compensation.

ARTICLE 5

COMMITTEES

5.1 Powers. Except for the Executive Committee, the Board and/or the President may designate committees, consisting of one or more persons, and may delegate to any such committee or committees any and all authority that the Board and/or the President deems desirable. Except for the Executive Committee, the President shall appoint the members of all committees.

5.2 Action by Committees. Paragraphs 4 and 5 of Article 3 hereof, dealing with notice, quorum requirements and voting, and Articles 8 and 9 hereof, dealing with action by consent and waiver of notice, shall apply to committees as well as to the Board as a whole. Meetings of committees may be conducted via teleconference.

5.3 Executive Committee. There shall be an Executive Committee which shall consist of the officers of the Corporation. Only the officers of the Corporation shall be deemed voting members of the Executive Committee. The immediate past president of the Corporation shall serve as a non-voting member of the Executive Committee, and the President of the Executive Committee may appoint, in the President's discretion, other non-voting advisory members of the Executive Committee. The Executive Committee shall meet at least quarterly and at all times, within thirty (30) days prior to each regular meeting of the Board. The Executive Committee also shall meet at such time as requested by the President. The Executive Committee shall review the operations of the Corporation and shall make such recommendations to the Board regarding the Corporation, its business, its finances, and its operations as the Executive Committee deems advisable. The Executive Committee also shall serve as a nominating committee to present names to the membership of individuals to be elected to the Board at the annual meeting of the membership. All actions of the Executive Committee shall be determined by majority vote. A quorum shall be established if at least three (3) members of the Executive Committee are present. Once a quorum is established at any meeting of the Executive Committee, then all actions voted on at such meeting shall be valid and effective, notwithstanding the fact that a quorum does not exist for the entire meeting. In the event the Executive Committee determines to allow a vote by proxy on a specific action and announces such in writing at least ten (10) days prior to a meeting of the Executive Committee, then a proxy may be allowed to count as a vote on the specific action for which it is intended, but such proxy may not count for the purpose of fulfilling a quorum requirement. If a member of the Executive Committee is not reasonably able to attend a

meeting, such member may participate by telephone, so long as the absent member can hear the business conducted at the meeting, or be advised of the business thereof, and the members present can hear (or be advised of) the absent member's votes or comments. An absent member participating by telephone can count toward a quorum. Actions of the Executive Committee also can be made on written consent (confirmed by email, fax, mail, or other written electronic means) if the action so voted on is acted upon with approval by the majority of all members of the Executive Committee within seventy-two (72) hours after the request for action on written consent has been delivered to each member of the Executive Committee.

5.4 Advisory Board. The Board of Directors shall have the power to name an advisory board of directors and to elect members thereof. The advisory board of directors shall have such duties and shall meet as often as determined by action of the Board.

ARTICLE 6 EXECUTIVE DIRECTOR

6.1 The Board of Directors shall appoint an executive director. During the intervals between the meetings of the Board of Directors the executive director shall have general and active management of the business and affairs of the organization. The executive director shall see that all orders and resolutions of the Board are carried out. The executive director may receive a salary for performance of the duties and responsibilities contained in the job description approved by the Board of Directors. Any compensation will be defined by a written agreement between the Board and the Executive Director. The executive director is not a member of the Board and may not vote on matters before the Board.

6.2 If the executive director position is vacant, the President may establish an executive committee consisting of the President, Vice President, Secretary, and Treasurer. The Executive Committee shall conduct general and active business and affairs of the organization, including carrying out the orders and resolutions of the Board. The president shall call meetings as necessary and shall make full report of its actions at the next Board of Directors meeting.

ARTICLE 7 INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by the Tennessee Nonprofit Corporation Act, as the same may be amended from time to time, every director and every officer of the Corporation shall be indemnified by the Association against all expenses and liabilities, including attorneys fees, reasonably incurred by, or imposed upon him or her, in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being, or having been, a director or officer of the Corporation, or any settlement thereof, whether or not he or she is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board approves by majority such settlement and reimbursement

as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled. Notwithstanding the above, a director's liability shall not be limited for (a) any breach of the director's duty of loyalty to the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (c) any actions covered by Section 48-58-304 of the Tennessee Code Annotated.

ARTICLE 8

FISCAL YEAR

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

ARTICLE 9

ACTION BY CONSENT

Except as otherwise set forth in these bylaws, whenever the directors are required or permitted to take any action by vote, the action may be taken without a meeting by written consent. Such written consent shall (a) set forth the action so taken, (b) be signed by all persons entitled to vote on that action, (c) indicate each director's vote or abstention, as the case may be, and (iv) be delivered to the corporation for inclusion in the corporate records.

ARTICLE 10

WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law or under the provisions of the articles of incorporation or these bylaws, 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 11

AMENDMENT OF BYLAWS

These bylaws may be amended, supplemented or repealed at any annual, regular or special meeting by a majority of the directors, so long as each director is provided with written notice at least two (2) days prior to the meeting, by facsimile or otherwise, setting forth the intention to amend, supplement or repeal the bylaws at such meeting. Each such notice shall be accompanied by a copy or summary of the amendment.

ARTICLE 12

CONFLICT OF INTEREST POLICY

12.1 Purpose. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

12.2 Definitions.

12.2.1 "Interested Person." Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

12.2.2 "Financial Interest." A person has a financial interest if the person has directly or indirectly, through business, investment, or family:

(a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

12.3 Procedures.

12.3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

12.3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussions with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

12.3.3 Procedures for Addressing the Conflict of Interest.

(a) An interested person may make a presentation at the governing board or committee meeting. After the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination the governing board or committee will decide whether to enter into the transaction or arrangement.

12.3.4 Violations of the Conflicts of Interest Policy.

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

12.4 Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

12.4.1 The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

12.4.2 The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, and a record of any votes taken in connection with the proceedings.

12.4.3 A statement that the interested person was not present when the governing body or committee considered whether the matter represented a conflict of interest and did not vote on the matter itself

12.5 Compensation.

12.5.1 A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

12.5.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

12.5.3 No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

12.6 Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

12.6.1 Has received a copy of this conflicts of interest policy,

12.6.2 Has read and understands the policy,

12.6.3 Has agreed to comply with the policy, and

12.6.4 Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

12.7 Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

12.7.1 Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

12.7.2 Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and

do not result in inurement, impermissible private benefit or in an excess benefit transaction.

12.7.3 Use of Outside Experts. When conducting the periodic reviews as provided for in Section 12.7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 13

RULES OF ORDER

The rules contained in Roberts Rules of Order, Revised shall govern the organization in all cases to which they are applicable, and in which they are not inconsistent with the bylaws of the organization.

CERTIFICATION

These amended and restate bylaws were adopted by the Board at its meeting on the 2nd day of February, 2009.

Secretary