

BYLAWS
OF
THE SOUTHERN APPALACHIAN MAN
AND THE BIOSPHERE FOUNDATION
Restated as of November 1, 1999

ARTICLE I

NAME AND LOCATION

The name of this organization shall be THE SOUTHERN APPALACHIAN MAN AND THE BIOSPHERE FOUNDATION. Its principal location shall be in Sevier County, Tennessee. The Foundation may also maintain offices at such other places outside the State of Tennessee as the Board of Directors may from time to time determine.

ARTICLE II

PURPOSES

The Southern Appalachian Man and the Biosphere Foundation is organized for charitable, educational and scientific purposes. In furtherance of such charitable, educational and scientific purposes, the Corporation is specifically organized to engage in the following activities: To promote knowledge and understanding of the natural resources of the southern Appalachian region; encouraging the wise use of the area's natural resources and promoting environmentally sound economic development; fostering and supporting environmental research, education and training to develop a model of cooperative, integrated, regional resource management that will be carried out in support of, and in close cooperation with, the Southern Appalachian Man and the Biosphere Cooperative and the United States' Man and the Biosphere Program. Said Program is part of an international program begun in 1971 to provide the knowledge, skills, and human values to support harmonious relationships between people and their environment throughout the world.

ARTICLE III

DEFINITIONS

For the purpose of these Bylaws, the terms "Corporation", "Foundation", "Association", and "Organization" are used synonymously and refer to The Southern Appalachian Man and the Biosphere Foundation.

ARTICLE IV

EFFECT OF BYLAWS

Nothing in these Bylaws shall be construed to supersede the provisions of the Articles of Incorporation. In the event of a conflict, the Articles of Incorporation, unless amended, shall prevail.

ARTICLE V

MEMBERSHIP

The Board of Directors will serve as the membership until such time as an active membership program is established.

ARTICLE VI

DUES

Annual dues for the established classes of membership shall be determined by resolution of the Board of Directors at each regular annual meeting of the Board, or at any special meeting of the Board called for such purposes. Payment of dues shall cover the period of one year, unless determined otherwise by the Board.

ARTICLE VII

MEETINGS OF MEMBERSHIP

Section 1. Meetings of members of the Foundation shall be held at such time and place as shall from time to time be decided by the Board of Directors.

Section 2. An annual meeting (hereinafter "Annual Meetings") of the members shall ordinarily be held each Fall at such place, time and date decided by the Board of Directors. This meeting may also afford, through a conference, appropriate facilities for presenting professional papers, exhibits and communications appropriate to the purposes of the Foundation.

Section 3. Special meetings (hereinafter "Special Meetings") of the Foundation shall be called by the President or by any four (4) members of the Board of Directors. A notice of the Annual Meeting or of any Special Meeting shall be mailed by the Secretary to each member at least ten (10) days in advance of such meeting.

Section 4. Votes of members of the Foundation may be cast in person or given by proxy duly authorized in writing.

Section 5. The President of the Foundation shall preside at Annual Meetings of the members and/or the Board of Directors. In the President's absence, the Vice President shall preside. The President may designate another member of the Board of Directors to preside at Special Meetings.

Section 6. Five (5) members of the Foundation shall constitute a quorum at any meeting of the Foundation.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. The business of the Foundation shall be managed by its Board of Directors. The Board shall be composed of not less than nine (9) and not more

than twenty-four (24) elected directors, including the officers, plus the Chairperson and the Executive Director of the SAMAB Cooperative and a representative from the S. E. Natural Resources Leaders Group. At least three (3) directors shall be elected for three (3) year terms at each Annual Meeting of members. Directors may serve for two (2) full consecutive terms. Any member may be eligible for re-election to the board after one (1) year off the Board. At any time, up to three (3) additional directors may be appointed by a majority of the Board for a one (1) year term.

Section 2. No more than two (2) representatives of the same organization shall be elected to the Board of Directors.

Section 3. The Board of Directors may fill vacancies in the Board at any regular Special Meeting.

Section 4. Absence at three (3) consecutive Board meetings without explanation or reason may be grounds for termination from the Board of Directors.

ARTICLE IX

OFFICERS

Section 1. The officers of the Foundation shall be a President, Vice President, Secretary and Treasurer. The officers of Secretary and Treasure may be combined. All officers must be Directors.

Section 2. The Board of Directors may appoint or elect such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and exercise/perform such duties as shall be determined by the Board of Directors.

Section 3. The officers of the Foundation shall be elected from the Board by members of the Foundation at the Annual Meeting or any Special Meeting called for such purpose. A nominating committee of three (3) members shall be appointed by the President to present names of nominees for each office, with the opportunity for nominations from the floor.

Section 4. The officers shall serve for a one (1) year term and may succeed themselves in office for up to three (3) additional consecutive one (1) year terms. Any officer shall be eligible for re-election upon the end of one (1) year out of office. An officer may be removed from office by a two-thirds vote of the Board at any regular or Special Meeting of the Board. Vacancies may be filled by the Directors of the Board at any regular or Special Meeting.

ARTICLE X

DUTIES OF OFFICERS

Section 1. The duties of the officers shall be defined by the Board of Directors, and shall include seeing that all resolutions, agreements, and contracts are carried out in an appropriate manner; keeping minutes of all Foundation meetings; keeping membership and committee records; carrying on official correspondence of the Foundation; keeping financial records of the foundation and presenting a yearly financial statement at the Annual Meeting, or any Special Meeting called for this purpose.

Section 2. The Executive Committee shall consist of the officers of the Board and the Chairperson of the SAMAB Cooperative. During the interval between meetings of the Board the Executive Committee may exercise all the powers of the Board. The Proceedings of the Executive Committee shall be reported to the Board.

Section 3. The President shall be the chief executive officer of the Foundation and, subject to the direction of the Board of Directors, shall have general charge of the business of the Foundation.

ARTICLE XI

FINANCIAL MANAGEMENT

The monies of the Foundation shall be managed by the Treasurer and any other officers which the Board of Directors shall designate. Monies shall be expended only by the delegated authority of the Board of Directors. The monies of the Foundation shall be deposited in the name of the Foundation in such banks, trust

companies, or other financial institutions deemed appropriate by the Treasurer and selected by the Board of Directors. Financial statements shall be audited periodically, as determined by the Board, and will be carried out by a qualified public accounting firm.

ARTICLE XII

AMENDMENTS TO THE BYLAWS

Amendments or additions to the Bylaws may be made by a two-thirds (2/3) majority vote of the Board of Directors. Notice of any changes must be provided to the members if other than the Board of Directors. Unless otherwise noted by the Board, an amendment becomes effective immediately upon its adoption.

11/01/99