

Cottage Cove Company

Revision: April 19, 2012 (Rev. 6), January 22, 2010 (Rev. 5), July 16, 2007 (Rev. 4), January 8, 2005 (Rev. 3), February 28, 1997 (Rev. 2), August 29, 1995



Charter

Under the Tennessee Nonprofit Corporation Act, the following charter was adopted on August 29, 1995 for the above listed Corporation.

- (01) The name of the corporation is Cottage Cove Co.
- (02) The corporation is a public benefit corporation.
- (03) This corporation is a religious corporation.
- (04) (a) The complete address of the corporation's initial registered office in Tennessee is 630 Benton Avenue, Nashville, Tennessee, 37204
(b) The name of the initial registered agent, located at the address in 04(a), is Thomas A. Shumate
- (05) The name and complete address of the incorporator is Thomas A. Shumate, 630 Benton Avenue, Nashville, Tennessee, 37204
- (06) The complete address of the corporation's principal office is 630 Benton Avenue, Nashville, Tennessee, 37204
- (07) This is a non-profit corporation.
- (08) The corporation will have no members
- (09) [Deleted: Amendment July 16, 2007]
- (10) Liability shall be limited as provided in Tennessee law. Under the authority of Section 48-52-102(b)(3) of the Tennessee Nonprofit Corporation Act, a director shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director, except this provision shall not eliminate or limit the liability of a director for:
 - (a) Any breach of the director's duty of loyalty to the corporation or its members; or
 - (b) Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
 - (c) Any unlawful distribution of assets in violation of Section 48-58-304 of the Tennessee Nonprofit Corporation Act.

Articles of Amendment duly adopted by the Board of Directors on February 28, 1997

- (11) Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)3 of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- (12) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)3 purposes.
- (13) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(14) [Deleted: Amendment July 16, 2007]

Articles of Amendment duly adopted by the Board of Directors on July 16, 2007

(15) [Replacing items 9 the charter and 14 of earlier amendment:] Upon dissolution, the assets of the corporation shall be distributed to a fund, foundation or corporation organized and operating exclusively for the purposes specified in section 501(c)3 of the Internal Revenue Code (or corresponding section of any future federal tax code).

(16) This charter may only be amended by a two-thirds majority assent of the Board of Directors of the corporation.

By-laws

Incorporated in 1995 as a non-profit 501(c)3 religious charitable organization, operating in the state of Tennessee.

Name: The name of the corporation is Cottage Cove Co., doing business as Cottage Cove and/or Cottage Cove Urban Ministries

Founders: Tom & Kim Shumate

Purpose:

- (1) To provide educational opportunities and training in the arts through the power and in the name of Jesus Christ.
- (2) To provide spiritual instruction, upholding the Bible as God's inspired Word and as the complete and final authority on all matters of life and faith.

Officers & Elected Board Positions:

- (1) Executive Director – Authorized with all ministerial care of the entire inner-city outreach; including overall program, Bible instruction, Church ordinances, plus missionary, staff, and volunteer supervision. The Executive Director, as the senior staff member, is responsible for the day-to-day operations, all additional staff and volunteers, plus with safeguarding the overall wellbeing and direction of the ministry. The Executive Director will serve as President of the corporation.
- (2) Chairman – The chair of the board is responsible for overseeing the board of directors and calling meetings regularly and as necessary. The chairman will serve as the Vice-President of the corporation.
- (3) Treasurer – A treasurer will be elected from the board of directors, responsible for the financial oversight of the ministry, providing accountability to any staff positions involved in the same.
- (4) Secretary – A secretary will be elected from the board of directors, responsible for the orderly taking of board minutes, additional corporation official records, and the compilation and distribution of the same.
- (5) Board of Directors (Board members) – The purpose of the board of directors is to oversee the work and finances of the complete ministry; working for its wellbeing and ensuring that its

purpose is being carried out. In addition they will use their spheres of influences and abilities to accomplish the purpose of the ministry and assist in maintaining its financial stability.

- (a) The Executive Director, while a member of the board of directors, is accountable to this board.
 - (b) The board should endeavor to maintain a minimum of six persons.
 - (c) Each board member must be a dedicated Christian, committed to supporting the purpose of the ministry.
 - (d) The board of directors shall meet at least quarterly.
 - (e) Board members missing three consecutive meetings, or failing to attend a minimum of two per year, will be asked to resign unless the board unanimously votes otherwise. Nevertheless, any board member may be removed from office by a minimum vote of two thirds majority of the board of directors.
 - (f) The board may nominate and elect to its ranks any qualified individuals subject to a minimum two-thirds majority vote and the assent of the Executive Director.
 - (g) Board members must be at arms length.
 - (h) A quorum for all board meetings shall be half of the board of directors, including either the Chairman or the Executive Director unless both offices have been vacated.
 - (i) All directors must be advised of regularly scheduled meetings at least one month in advance, or 24 hours in advance in the case of an emergency meeting.
 - (j) Presence at board meetings may be in person or by means of electronic communications if conditions allow.
 - (k) Elected officers will regularly serve a three year term, but are eligible to be nominated for and reelected to subsequent terms in the same, or another, officer position.
- (6) Executive Committee– A sub-group of the board of Directors will be designated as the Executive Committee. The executive committee will include the Executive Director, the Chairman, the Treasurer, and one additional board member (recommended being a past Chairman). The Executive shall be authorized to make decisions on behalf of the entire board, wherein the board has no-regularly scheduled meeting forthcoming within a reasonable time-frame and circumstances dictate urgency.
- (7) Advisory Board– As deemed necessary by the Board of Directors, a non-voting advisory board may be established. Membership requirements, duties, and the role of the Advisory Board shall be determined by the Board of Directors.

Staff:

The Executive Director shall be responsible for the hiring and dismissal of all additional full, part-time, or volunteer staff. All permanent full-time management staff salaries will be set by the board of directors. Staff may be required to raise all or some of their salaries through individual solicitations.

Reimbursements:

Board members may be reimbursed for any expenses incurred within their duties, provided that the expenses were authorized by the board and documented with receipts. Staff members may be reimbursed for any expenses incurred within their duties, provided that the expenses were authorized by the Executive Director and documented with receipts.

Finances:

- (1) To ensure financial accountability the ministry financial statement will be disclosed upon request.
- (2) It is understood that all revenues are for the sole purpose of furthering the objectives of this ministry; with no possibility of gain or profit for board members.
- (3) Daily children’s programs will be provided without charge to the children or their families; believing that God, through His people, will provide for His work.

Dissolution:

Upon the dissolution of Cottage Cove Company, its asset shall be distributed as stipulated in the Charter and as required by IRS guidelines. The qualified receiving organization, fund, or foundation shall be involved in some aspect of the Christian purpose of this ministry.

Code of Conduct:

The Board of Directors shall establish a set of conduct guidelines. The purpose of these guidelines is to protect all board, volunteers and staff against allegations of improper behavior; knowing that Satan will use any means to hinder this ministry.

Dispute Resolution:

All irreconcilable disputes of Cottage Cove Co., its board, or staff, shall be settled via an arbitration procedure, seeking to follow the principle of 1 Corinthians 6:1-6.

Intent:

A new, or revised, set of by-laws may be established by the two-thirds consent of the entire board of directors. The only limitation placed upon subsequent boards is, that the by-laws and purpose must continue to convey and include the intent and spirit of these by-laws.

Enactment:

This revision of the by-laws and charter has been enacted by the Board of Directors on the 19th of April, 2012. In testimony of the enactment of this document the following officers have hereby placed their signatures.

Brent J. MacDonald, President

Allen Barnes, Vice President

Lynne Black, Secretary

ADDENDUM

All addenda are NOT part of the by-laws, but are integral descriptions in support of that document. These descriptions are not to take precedence over or in any way to supersede the intent and instruction of the by-laws.

Code of Conduct (Defined 2005)

The Executive Director, as a ministerial position, shall adhere to all Biblical guidelines pertaining to ministers or elders of the church. Although all conduct becoming a Christian, as defined by the entire Bible, is in view; special note shall be taken of 1 Timothy chapter 3 and Titus chapter 1 verses 5 to 9. As a minister of the gospel, failure to uphold these standards shall result in disciplinary action by the board of directors, in accordance to the Bible. Notwithstanding, for the good of the ministry, gross moral failure shall result in immediate dismissal. The Executive Director shall ascribe to the ministry's statement of faith without reservation.

Board members, as Bible believing Christians, shall seek to conduct themselves in a manner worthy of their calling (Ephesians 4:1-3), having a good reputation with outsiders (1 Timothy 3:7) and the church. Although all conduct becoming a Christian, as defined by the entire Bible, is in view; for the good of the ministry, gross moral failure shall result in immediate dismissal. All board members shall ascribe to the ministry's statement of faith without reservation.

Staff members, as Bible believing Christians, shall seek to conduct themselves in a manner worthy of their calling (Ephesians 4:1-3), having a good reputation with outsiders (1 Timothy 3:7). Although all conduct becoming a Christian, as defined by the entire Bible, is in view; for the good of the ministry, gross moral failure shall result in immediate dismissal. Disrespect of those in authority at Cottage Cove, or of Cottage Cove's rules is sufficient grounds for termination (Hebrews 13:17). All paid staff shall ascribe to the ministry's statement of faith without reservation. Lying on application forms is grounds for immediate dismissal.

Individuals working with the children shall seek to present Biblical truth and be an example through all manners of instruction and to live a life-style consistent with the Biblical message (Matthew 18:6). Each must be willing to submit to back-ground checks (criminal or otherwise). No person convicted of a sexual offense or one concerning children shall be eligible to work in the presence of the children. Unless absolutely necessary, no individual should be alone with any individual child in or around Cottage Cove's premises, or offsite, unless in the presence of security cameras. All individuals involved in Bible instruction must ascribe to the ministry's statement of faith without reservation. Lying on application forms is grounds for immediate dismissal.

STATEMENT OF FAITH

- We believe in the Holy Bible, Old and New Testaments, as inspired by God and that it is the complete and final authority on all matters of life and faith.
- We believe in the only one, true, and living God, eternally existing in three persons: the Father, the Son and the Holy Spirit; yet one God.
- We believe that man was created in the image of God; that through sin man incurred both spiritual and physical death. As a result, humanity is totally depraved, alienated from God, under His righteous anger, and in need of a savior; Jesus Christ.
- We believe that Jesus Christ was begotten by the Holy Spirit, and born of the virgin Mary, and that He is true God and true man. In Him all the fullness of the Godhead dwells forever.
- We believe that the Lord Jesus Christ, as a representative and substitutionary sacrifice, died for our sins and that all who believe in Him are justified by His shed blood.
- We believe in the physical resurrection of the crucified body of our Lord Jesus Christ, His ascension into heaven, His present life there for us as High Priest and advocate, and His future personal return.
- We believe salvation is only and altogether through simple faith in Jesus Christ and that without such faith there can be no salvation here or hereafter. By the grace of God, all who in repentance and faith receive the Lord Jesus Christ, are born again by the Holy Spirit and thereby become children of God.
- We believe in the bodily resurrection of the saved and the unsaved, which will all stand before God in judgment. The saved will spend eternity in the presence of God and the unsaved will suffer everlasting punishment.

While not our intention to dwell on controversial topics, nor to try and impose an agenda on anyone, it is inevitable that certain subjects will arise. For this reason we have provided, in advance, the positions we hold on a few of these issues. We believe these positions to be Biblical and unarguable...

- We believe that all sexual acts outside of heterosexual marriage are sin, including homosexuality. We stress that we must always love the sinner but recognize that their actions, or lifestyle, are offensive to God.
- We believe that life begins at conception and that abortion is the taking of a life. We stress that, as with all sin, forgiveness and healing can be found in Jesus Christ.
- We believe that mankind is a special creation of God and has been set apart from the rest of creation.