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BYLAWS OF _____

State of Alabama

BACKGROUND:

The name of this non-profit organization is _____. This organization is organized in accordance with the Alabama Nonprofit Corporation Act, as amended. The organization has not been formed for the purposes of making profit or obtaining personal financial gain. The assets and income of this organization shall not be distributed to or for the benefit of the trustees, directors, or any other officers. The assets and income shall only be used to promote non-profit purposes as described below. Nothing contained herein shall be deemed to prohibit the payment of a modest and reasonable compensation to employees and contractors for services provided for the benefit of the organization. This organization shall not carry on any activities not permitted to be carried out by a non-profit organization exempt from federal income tax. The organization shall not endorse any candidate or contribute to or work for or otherwise support or oppose any candidate for public office. This organization has been created exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I. MEETINGS

1. *Annual Meetings.* An annual meeting shall be held once every calendar year for the purposes of electing directors and transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

    1. The following orders of business shall be addressed during the annual meeting unless decided otherwise by the Board of Directors via written notice:

a. Election of new directors

b. Reviewing the annual report

c. Reconciling the balance sheet

d. Any other transaction of such other business as may be properly brought before the meeting

2. Unless it falls on a holiday or otherwise is designated by the Board of Directors via written notice, the Directors shall meet for their annual meeting on _____ each year. If this date falls on a holiday, the Board shall select an alternate date and send written notice at least two weeks in advance of the meeting.

2. *Special Meetings.* Special meetings may be requested by any member of the Board of Directors.

A special meeting of members is not required to be held at a geographic location if the meeting is held by means of teleconference or another form of electronic communications in a manner pursuant to which all members have the chance to read and/or hear the proceedings substantially concurrent with the occurrence of the proceedings, raise points on matters submitted to the members, pose questions, and make any desired comments.

3. *Notice.* The following amount of written notice of all regular meetings shall be provided under this section or as otherwise required by law: one month. The following amount of written notice of all special meetings shall be provided under this section or as otherwise required by law: two weeks. The notice shall include the date, hour, and location of the meeting and, if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least one month prior to the meeting. Such notice shall be deemed effective when sent by ordinary U.S. mail, properly addressed, with paid postage.

4. *Quorum.* A quorum of the Directors shall be the following: 100%. In the absence of a quorum, a majority of the directors may delay and reschedule the meeting to another time without further notice. If a quorum is represented at a rescheduled meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in a representation of less than a quorum.

5. Informal Actions. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, set forth the action so taken, is signed by the Directors with respect to the subject matter of the vote.

ARTICLE II. BOARD OF DIRECTORS

6. *Role of Directors.* The Board of Directors shall be responsible for having the authority of managing the affairs of the Nonprofit directly and/or by delegation.

7. *Number of Directors.* The organization shall be managed by a Board of Directors consisting of 2 directors.

8. *Election and Term of Office.* The Directors shall be elected by a majority vote at the annual meeting. Each Director shall serve a term of _____, or until and unless a successor has been elected and qualified.

9. *Dues*. Each member of the Board of Directors shall pay the following in yearly dues at the annual meeting for each year that they remain a member of the Board: $2 (two US dollars).

10. *Compensation.* Each member of the Board of Directors shall receive a reasonable compensation in exchange for their serving on the Board. The Board shall establish the amount of compensation by resolution at the annual meeting of the Board.

11. *Quorum.* A quorum of the Directors shall be the following: 100%.

12. *Adverse Interest.* In the determination of a quorum of the directors or in voting, the disclosed adverse interest of a Director shall not disqualify the Director or invalidate their vote.

13. *Regular Meetings.* The Board of Directors shall meet immediately after their election for the purpose of electing its new officers, appointing new committee chairpersons, and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

14. *Special Meetings.* Special meetings may be requested by any member of the Board of Directors.

A special meeting may be requested by providing two weeks written notice by United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communication in a manner pursuant to which all members have the opportunity to read and/or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

15. *Procedures.* The vote of a majority of the Directors present at a properly called meeting as dictated by these Bylaws at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required by law or by these Bylaws for a particular resolution. A Director of the organization who is present at a meeting at the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records. The minutes will include, at the last, names of all members present, resolutions proposed and voted upon, and any Director abstentions or objections to resolutions.

16. *Vacancies and Removals.* A Director shall be subjected to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other reason, may be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of their predecessor or until a successor has been elected and qualified. If all Directors resign or are removed, any Officer shall hold a special meeting for the purpose of electing a new Director or Board of Directors.

17. *Resignation.* If a Director wishes to resign from their directorial position, they shall do so in the following manner:

_____

18. *Committees.* To the extent permitted by Alabama law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees. The committees shall have a specific purpose and the Board of Directors, in creating a committee, shall outline the parameters of the committee, including, but not limited to, meetings, notice, quorum requirements, and all other pertinent procedures.

ARTICLE III. OFFICERS

19. *Number of Officers.* The Officers of the organization shall be the following: 1. a President; 2. at least one Vice President; 3. a Treasurer; 4. a Secretary. Two or more offices may be held by one person. The President may not concurrently serve in another position.

20. *Officer Roles.* The Officers shall have the following responsibilities in their roles:

President/Chairperson -- The President shall be the chief executive officer and shall preside over all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board of Directors, sign all corporate documents unless they delegate that responsibility to another Officer, and direct the process of the creation and implementation of resolutions.

Vice President(s) -- The Vice President(s) shall be responsible for performing the duties of the President in the President's absence and assist the President with the performance of their duties.

Secretary -- The Secretary shall provide notice of any and all meetings to the Board of Directors, keep an updated list of the membership of the Board of Directors, keep and organize minutes for all regular and special meetings, and certify and arrange the official records of the organization.

Treasurer/CFO -- The Treasurer shall be responsible for conducting the organization's financial affairs as directed by the Board of Directors and shall prepare and present reports regarding corporate finances as required, but no less often than at the annual meeting of the Board of Directors.

21. *Election and Term of Office.* The Officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a term of _____.

22. *Compensation.* Each individual serving as an Officer shall receive a reasonable compensation in exchange for their service as an Officer. The Board of Directors shall establish the amount of compensation by resolution at the annual meeting of the Board.

23. *Vacancies and Removals.* The Board of Directors shall have the power to remove an Officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV. CORPORATE SEAL AND EXECUTION OF INSTRUMENTS

24. *Corporate Seal.* The organization shall have a corporate seal that shall be affixed to all mortgages, deeds, and other instruments affecting or related to real estate.

25. *Instruments.* All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or another Director. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President. Notwithstanding the previous provisions in this document, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated this responsibility by a resolution of the Board of Directors.

ARTICLE V.

ARTICLE VI. INDEMNIFICATION

26. *Indemnification of Directors.* Any Director or Officer who is involved in litigation by reason of their position as a Director or Officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended to broaden said rights.

27. *Indemnification of Employees.* Any employee or agent who is involved in litigation by reason of their work with the organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended to broaden said rights.

ARTICLE VII. DISSOLUTION

28. *Dissolution Procedure.* The organization may be dissolved only with the authorization of the Board of Directors given a special meeting called for that express purpose and with the subsequent approval of a supermajority (2/3rds) vote of the members.

29. *Liabilities.* All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provisions shall be made, therefore.

30. *Distribution of Assets.* Assets not held upon a condition requiring return,

transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

CERTIFICATION

I, _____, President of _____ certify that the foregoing is a true and correct copy of the Bylaws of the above-named organization, duly adopted by the Initial Board of Directors on _____.

_____
President