

**BYLAWS**  
of  
Magic City Brigade

Amended: 3.6.18

**ARTICLE I**  
**NAME**

The name of the Corporation is Magic City Brigade (“The Corporation”).

**ARTICLE II**  
**OFFICES**

1. **PRINCIPAL OFFICE.** The principal office of the Corporation is located in the State of Alabama.

2. **CHANGE OF ADDRESS.** The Board of Directors may change the principal office from one location to another within the named state and such changes of address shall not be deemed, nor require, an amendment to these Bylaws.

3. **OTHER OFFICES.** The Corporation may also have offices at other places, within or without its state if incorporation, where it is qualified to do business, as its business activities may require, and as the Board of Directors may, from time to time, designate.

**ARTICLE III**  
**PURPOSES**

1. **GENERAL PURPOSES.** The Corporation is organized and operated for the following purposes:

a. Exclusively as a social club organized and operated for the pleasure and recreation of its members within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1984 (as amended from time to time).

b. To exercise such rights, powers, duties and authority of a non-profit corporation organized under the Alabama Nonprofit Corporation Law, AL Code § 10A-3-1.01, which are consistent with the preceding paragraph.

c. To be an independent soccer supporters’ club, comprised of enthusiastic soccer supporters that come together to passionately support a designated professional soccer team (currently known as Birmingham Legion FC) in the Birmingham, Alabama metropolitan region, the United States Men’s National Team and the United States Women’s National Team (collectively “Team USA”) and any other local amateur soccer team(s) designated by the Corporation in the Birmingham, Alabama metropolitan region (“the amateur club(s)”) (collectively “The supported clubs”).

**2. SPECIFIC PURPOSES** The specific purposes of the Corporation include, without limitation, the following:

- a. To organize and conduct social and recreational gatherings of members before, during and after home and away matches of Birmingham Legion FC for the purposes of engaging in visible, enthusiastic support of Birmingham Legion FC.
- b. To gather to create elaborate choreographies using songs, chants, instruments, flags, cards, banners etc. to display on game day to support Birmingham Legion FC.
- c. To organize and conduct social and recreational outings for members, including other sporting events, during the offseason of Birmingham Legion FC.
- d. To organize and conduct social and recreational gatherings of members before, during and after Team USA matches played in the Birmingham, Alabama metropolitan region for the purposes of engaging in visible, enthusiastic support of Team USA.
- e. To provide a means for members to actively participate in supporting and promoting the game of soccer at the grassroots level in the Birmingham, Alabama metropolitan region, including, without limitation, organizing and conducting social and recreational gatherings of members before, during and after home matches of the amateur club(s).
- f. To engage in other activities for the recreation of the members that are consistent with the general purposes set forth above.
- g. To collaborate, where necessary, with other like-minded organizations to organize and conduct activities consistent with the general and specific purposes set forth above.

#### **ARTICLE IV ANTIDISCRIMINATION**

The Corporation shall not discriminate on the basis of ancestry, color or race; cultural or ethnic background; economic disadvantage; ideological, philosophical or political belief or affiliation; marital or parental status; national or regional origin; physical disability; religion or religious or denominational affiliation; gender or sexual orientation; or age. The Corporation shall not encourage or condone discrimination, either implicitly or explicitly, and shall discourage discrimination on any such basis.

#### **ARTICLE V MEMBERSHIP**

**1. MEMBERSHIP COMPOSITION.** The Corporation is made up of members rather than shareholders.

**2. ELIGIBILITY FOR MEMBERSHIP.** Any person shall be qualified to become a

member of the Corporation upon payment of their annual dues, the amount which will be decided upon by the Board of Directors before any new calendar year.

**3. MEMBERSHIP RECORDING.** Corporation members are to be added to the electronic Magic City Brigade club registry and/or database.

**4. CLASSIFICATION OF MEMBERS.** There shall be one class of members.

**5. DURATION.** The duration of a membership shall be one (1) calendar year. Corporation membership is not transferable to another person.

**6. VOTING PRIVILEGES.** All members shall have voting privileges of one vote per person.

**7. LIABILITES OF MEMBERS.** No member of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment.

**8. MEMBERSHIP CODE OF CONDUCT.** When any person applies to become a member in the Corporation, they must agree to adhere to the published *Magic City Brigade Code of Conduct* (as amended from time to time). If said person fails to agree to the *Magic City Brigade Code of Conduct*, upon applying for membership, membership will be denied and any dues paid will be returned in full.

**9. TERMINATION OF CORPORATION MEMBERSHIP.** Membership may be terminated in accordance with the following conditions:

a. **Death.**

b. **Expulsion.** Any Corporation Member who (1) fails to satisfy the membership criteria; (2) violates any part of the *Magic City Brigade Code of Conduct*; or (3) otherwise engages in unworthy conduct tending to bring disrepute on the Corporation may be called before the Corporation Board of Directors for review. Upon conclusion of a review, said person's membership may be terminated by an at least two thirds (2/3) affirmative vote of all the Board of Directors on a case-by-case basis. Nothing in these Bylaws shall be construed as granting to any member a continued expectation of membership in the Corporation. Members terminated as a result of expulsion may not renew their membership in the Corporation without obtaining the affirmative vote of at least two thirds (2/3) of all the Board of Directors. Expulsion shall not relieve a member of any unpaid dues, or other charges previously accrued.

c. **Automatic Forfeiture.** Any Corporation Member who fails to remit their Corporation Membership dues shall be automatically considered removed from Corporation Membership. Members who automatically forfeit their membership may reactivate their membership by remitting the current year's membership dues.

- d. **Resignation of Membership.** Any Corporation Member may resign their membership at any time by delivering to any Corporation Officer a written or electronic notice of resignation. The resignation of Corporation Membership shall become effective on the date stated in the written or electronic notice. In the event the written or electronic notice of resignation does not contain an effective date, the date the Corporation Member delivers the written or electronic notice to any Corporation Officer shall become the date of resignation. Members who automatically forfeit their membership may reactivate their membership by remitting the membership dues for any future membership term. If a member wishes to reactivate their membership in the same term they resigned, they may do so by delivering a written or electronic notice to that effect. Their membership will then be reinstated for that current membership term, as long as their membership dues for that term have been previously remitted in full. Resignation shall not relieve a member of any unpaid dues, or other charges previously accrued.

#### **10. PROPERTY INTERESTS UPON TERMINATION OF MEMBERSHIP.**

Members shall have no interest in the property, assets or privileges of the Corporation. Cessation of membership shall operate as a release and assignment to the Corporation of all right, title and interest of any member, but shall not affect any indebtedness of the Corporation to such member.

*NOTE: It is the policy of the Magic City Brigade to openly welcome guests and visitors to Corporation functions and events (unless said events are specified as members-only). Guests and visitors do not enjoy the privileges of Corporation membership, nor do they pay any dues or assessments to the Corporation, and they are not entitled to the privileges of Corporation membership until they become regular members of the Corporation.*

### **ARTICLE VI MEETING OF MEMBERS**

**1. ANNUAL MEETING.** The annual meeting of the Corporation members for the election of Directors and other such business as may properly come before such meeting shall be held once each year within the United States at a place and time to be selected by the Board of Directors. A minimum of ten (10) days' and maximum of fifty (50) days' written notice of such meeting shall be given to each member via email to the member's last known email address and a notice containing this information shall also be published in any electronic media generally utilized for Corporation communication.

**2. SPECIAL MEETINGS.** Special Corporation Membership Meetings may be held at such time and place as the Corporation President may determine. Special meetings may also be called by a two-thirds (2/3) vote of the Corporation Board. Notice of Special Corporation Membership Meetings, stating the location, time and purpose of the meeting shall be given in the same manner as the notice required for the regular meetings, or by special letter.

**3. QUORUM.** A quorum is required for any Corporation Membership Meeting; a quorum shall consist of at least one-third (1/3) of the Corporation Members in person or by proxy but not less than ten (10) Corporation Members.

**4. APPOINTMENT OF TEMPORARY CHAIRMAN.** In the absence of the Corporation President, Corporation Vice President, Corporation Secretary and Corporation Treasurer, a temporary meeting Chairman may be appointed by the Chapter Board of Directors and shall act as the presiding officer.

**5. VOTES.** At every meeting of the Corporation Members, each voting Corporation Member may have one vote on any question or resolution. In the absence of a Corporation Member, that Corporation Member shall have the right to vote by proxy. The Corporation Board of Directors shall be responsible for the method by which any proxy votes are issued, accepted, or counted.

**6. MAJORITY.** A simple majority of Corporation Members that are eligible to vote must be present or represented by proxy for the adoption of any resolution.

## **ARTICLE VII RECORDS OF MEETINGS**

There shall be a written agenda for each meeting, and minutes of each meeting shall be prepared. Minutes of a meeting shall reflect the identities of those Directors in attendance at the meeting and, after approval, shall be dated and signed by the Secretary or his or her designee.

## **ARTICLE VIII CORPORATION OFFICERS AND THEIR ELECTION**

**1. OFFICERS.** The Corporation Officers shall be President, Vice President, Secretary and Treasurer

**2. INDIVIDUALS HOLDING MULTIPLE OFFICES.** Any two or more offices may be held by the same person, except the offices of President and Secretary.

**3. ADDITIONAL OFFICERS.** The Board of Directors may appoint Corporation members to serve as other officers as the Board may determine. These officer positions will be unelected.

**4. TERM OF OFFICE.** The term of office for all Corporation Officers shall be two (2) years, beginning at the time of incorporation. The elected officers shall assume the duties of their individual offices immediately upon being formally installed therein. No officer shall be granted a term of office longer than two (2) years unless subsequently re-elected.

**5. QUALIFICATION OF OFFICERS.** Officers must be a member of this Corporation, and must be twenty-one (21) years of age or older in order to serve as an officer.

**6. DATE OF ELECTION.** Biennial election of Corporation officers shall occur at an annual meeting of Corporation members the date of which will be decided by the Board of Directors. To be elected, an officer shall receive the affirmative vote of a majority of the votes cast at an election. During the meeting at which the election of officers is to be held, the members shall

conduct successive votes until the number of officers to be elected at the meeting has been elected by such majority vote. Mailed, proxy and electronic ballots shall count in all votes for the officer designated on each ballot.

**7. ANNOUNCEMENT OF BIENNIAL ELECTION.** All Corporation members shall be notified of the date, time, and location of the election meeting at least two weeks in advance. A notice containing this information shall also be published in any electronic media generally utilized for Corporation communication.

**8. NOMINATION OF CANDIDATES FOR ELECTIVE OFFICES.** Nominations for elective officers shall be opened no later than four weeks prior to the election. Candidates for elective office must be nominated by a Corporation member. A Corporation member may nominate himself or herself. Nominations for elective offices shall remain open until one week prior to the Corporation vote on the position. A candidate may decline nomination or election. Current nomination lists shall be sent to Corporation members and published in any electronic media generally used for Corporation communication no later than one week prior to the election.

**9. CAMPAIGN PLATFORMS.** Candidates can provide the Corporation with a statement of their campaign platform. Statements may not exceed one page. These statements will be made available to Corporation members prior to the election.

**10. VOTING PROCEDURE.** The voting procedure shall be as follows:

a. If an elective office has no nominated candidates, the Corporation Officers may postpone the election for that office until the end of the election of other offices. If there are still vacant offices, the elections due that office will be automatically postponed until the next regular Corporation meeting or an additional Special Members Meeting, if deemed necessary by the Board of Directors.

b. Votes may be cast in person, by paper ballot, or by electronic means.

c. The Corporation vote shall be recorded, but not published, in Corporation minutes.

d. Officers shall be elected by a majority of voting members. If more than two (2) candidates are running for any office, successive votes shall be taken until one candidate receives a majority. In successive votes, the candidate receiving the fewest votes shall be eliminated.

**11. INSPECTORS OF ELECTION.** The Board of Directors in advance of any meeting of the members may appoint one or more inspectors of election to act at the meeting. In case any person appointed as an inspector fails to appear or act, the vacancy may be filled by the Board of Directors in advance of the meeting or at the meeting itself. No candidate for Director shall act as inspector at that meeting.

**12. VACATION OF CORPORATION OFFICE.** A Corporation Officer may be relieved of their position in accordance with the following conditions:

a. **Death.**

b. **Expulsion.** Any Corporation Officer may be removed during their term by an at least two thirds (2/3) affirmative vote of all the Board of Directors whenever, in their judgment, removal would serve the best interests of the Corporation. Cause of removal exists include, without limitation, whenever a Director:

(1) fails to attend 3 regular meetings of the Board of Directors in any 12-month period;

(2) is convicted of a felony;

(3) has committed a material breach of his or her fiduciary duty;

(4) has committed an act of moral turpitude;

(5) engages in any conduct which disparages the reputation or standing of the Corporation or any of its Directors or officers; or

(6) ceases to be a member in good standing of the Corporation, or otherwise fails to be eligible for the position of Director when in office as a Director.

c. **Resignation of Office.** Any Corporation Officer may resign from their position at any time by delivering to any other Corporation Officer a written or electronic notice of resignation. The vacating of office shall become effective on the date stated in the written or electronic notice. In the event the written or electronic notice of resignation does not contain an effective date, the date the Corporation Officer delivers the written or electronic notice to any other Corporation Officer shall become the date of resignation.

**13. FILLING OF VACATED OFFICE.** If the office of President, Vice President, Secretary or Treasurer becomes vacant for any reason, the Corporation Board of Directors shall elect a successor who shall hold the office for the remainder of the normal term, or at the option of the Corporation Board of Directors, hold a special election to fill the vacancy.

**14. DUTIES OF OFFICERS.** The elected officers of this Corporation shall have the following duties:

a. **President.** The Corporation President shall be the Chief Executive Officer and Chairperson of the Corporation Board of Directors. The Corporation President shall have, subject to the advice, direction and control of the Corporation Board of Directors, general charge of the Corporation business. The Corporation President shall appoint any special standing committees or representatives of the Corporation. The Corporation President shall jointly execute with the Corporation Secretary all contracts and instruments which have been first been approved by the Corporation Board of Directors. The Corporation President shall be present at the Annual meeting of the members and shall report on the condition of the business of the Corporation. The Corporation President may call any Special Meeting

of the members of the Corporation Board of Directors and/or general Corporation membership. In case of the absence or disability of the Corporation Treasurer, the Corporation President may execute checks for expenditures authorized by the Corporation Board of Directors.

b. **Vice President.** The Corporation Vice President shall be vested with all the powers and authority of the Corporation Vice President and shall perform the duties of the Corporation President in the case of the Corporation President's absence, disability, or inability, or any reason. The Corporation Vice President shall also perform such duties connected with the operations of the Corporation at the suggestion or direction of the Corporation President. The Corporation Vice President may annually recruit a certified public accountant or an appropriate group of Corporation members to verify that the financial records of the Corporation are in order. The Board of Directors can determine how they want the report to be delivered, written or oral.

c. **Secretary.** The Corporation Secretary shall have the responsibility to take and publish minutes of all meetings. The Corporation Secretary is responsible for publishing notice of all regularly scheduled membership and Corporation Board of Directors meetings. In addition, the Corporation Secretary is also responsible for publishing notice of special membership meetings. The Corporation Secretary, assisted by other Corporation officers as appropriate, shall keep a membership list showing the name (and contact details) of each member. The Corporation Secretary shall also be responsible for maintaining the currency and security of the original copies of the Corporation Bylaws, non-profit incorporation documents, tax-exemption documents, Federal Employer Identification number (FEIN), and any other books, papers and records as the Corporation Officers or Corporation Board of Directors direct. The Corporation Secretary shall jointly execute with the Corporation President all contracts and instruments which have been first been approved by the Corporation Board of Directors. The Corporation Secretary shall perform all other duties incident to the office of Corporation Secretary, subject to the control of the Corporation President and the Corporation Board of Directors.

d. **Treasurer.** The Corporation Treasurer shall execute all checks authorized by the Corporation Board of Directors. The Corporation Treasurer shall receive and deposit all funds in a financial institution recognized by the Federal Deposit Insurance Corporation (FDIC) or National Credit Union Administration (NCUA), and approved by the Corporation Board of Directors. The Corporation Treasurer shall also account for all receipts, disbursements, and the balance of funds on hand. The Chapter Treasurer shall perform all other duties subject to the control of the Corporation President and Corporation Board of Directors. The Corporation Treasurer shall ensure the Corporation obtains and maintains a Federal Employer Identification Number. The Corporation Treasurer shall be responsible for the accurate maintenance of any relevant insurance records, including the proper application, binding and premium payment. The Corporation Treasurer shall be responsible for processing and monitoring all relevant yearly tax returns for the Corporation, as required by its status under Section 501(c)(7) of the Internal Revenue Code, as amended from time to time. By resolution of the Corporation Board of Directors, the Corporation may require joint signatures on all checks drawn on Corporation accounts.



**15. TRANSITIONS.** To maintain Corporation continuity, officers whose terms of office have expired shall ensure the orderly transition of authority to their successors before being relieved of their responsibilities. A transition meeting shall take place to ensure all materials, accounts and information are properly and timely transferred to the incoming officers.

## **ARTICLE IX RECALL AN ELECTION**

- 1. PROCEDURES.** The procedures to recall an election are as follows:
  - a. A recall of an election may be made within forty-eight (48) hours of said election for “good and sufficient cause”. The request for recall and the supporting rationale therefor must be submitted in writing to the Board of Directors that held the elections as well as the resulting Board of Directors.
  - b. The Board of Directors must hold an emergency meeting of members within five (5) days of the receipt of the request for recall. During the meeting, a motion must be made by the pursuing party to set aside the current election and call for a new election. The motion must have a second and the floor must then be opened for discussion.
  - c. A two-thirds vote (2/3) vote of the Corporation members is needed in order to recall the election. If the two-thirds (2/3) vote is not achieved, the current election results stand. If the vote returned is in favor of a recall, the former Board of Directors must make a new announcement regarding the time, place and procedure for election giving at least five (5) days and no more than ten (10) days’ notice.

## **ARTICLE X RECALL OF OFFICERS**

- 1. PROCEDURES.** Procedures for removal from elective office shall be instituted through the filing of a written recall petition. The recall petition requires signatures from one third (1/3) of the Corporation members or by a majority of the elected officers of said Corporation.
  - a. **Administrative.** The Corporation President shall be the Administering Officer of the recall unless the President is the subject of the removal, in which case the Administering officer becomes the Vice President.
  - b. **Petition for Removal.** The petition for each officer whose removal is sought shall be transmitted to the Administering Officer. The recall petition shall contain a clear and concise factual statement of the acts or practices alleged to constitute “good and sufficient cause” for removal from office. Violation of the Code of Conduct, including malfeasance, misfeasance, or nonfeasance, shall constitute good and sufficient cause for

removal from office of any such officer. The Administering officer shall immediately furnish to the cited officer a copy of the petition.

- c. **Answer.** Within five (5) days after the receipt of the petition for removal, the cited officer shall transmit an answer to the Administering Officer. Such answer shall contain (1) a concise statement of the facts constituting each ground of defense, and (2) specific admission, denial, or explanation of each fact alleged in the petition; or if the cited officer is without knowledge thereof, a statement to that effect. Failure of any cited officer to file an answer in the time specified shall authorize the Administering Officer, without further procedures, to declare the office vacant and to require the cited officer to surrender all Corporation property.
- d. **Submission for Vote.** Upon receipt of the cited officer's answer, the Administering Officer shall publish the petition and answer to the Corporation for a vote on the matter. Along with the petition and answer, the Administering Officer shall publish the time, place, and purpose of the vote giving no less than seven (7) days' notice.
- e. **Voting.** Upon receipt of the recall petition and answer, each Corporation member shall vote pursuant to the following procedures:
  - i. Voting shall take place at a Corporation meeting which members have been given proper notice of as prescribed in Section 1(d) of the Article *or* the vote may be done electronically via e-mail or using an online poll. If an online poll is used, it should not allow more than one vote per person.
  - ii. If the voting takes place at a Corporation meeting, the petition and answer shall be read aloud to the membership before the vote is taken, except that this procedure may be waived if copies have been furnished to all members.
  - iii. No proxy voting shall be permitted.
  - iv. A two-thirds (2/3) affirmative vote of all members is required for the removal of the cited officer.

**2. DISPOSITION OF PROPERTY.** If the cited officer is removed from the position held, the Administering Officer shall require the cited officer to surrender all Corporation property and records.

**3. APPEAL.** Any officer removed hereunder may appeal such decision to the Board of Directors. Such appeal shall be limited to (1) the question whether "good and sufficient cause" has been shown

## **ARTICLE XI BOARD OF DIRECTORS**

**1. COMPOSITION.** The Board of Directors of this Corporation shall be composed of the duly elected Corporation officers.

**2. DUTIES.** The Board of Directors shall be responsible for the proper, efficient, and effective operations of the Corporation. It shall schedule, plan, and implement Corporation programs, projects, functions and meetings with the major objective of fulfilling the Magic City Brigade's purpose. The Board of Directors shall also ensure the continuing of this Corporation by acquiring new members and conducting activities in line with its stated purpose.

**3. LIABILITES OF DIRECTORS.** No Director or Officer of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment. Further, neither any office, the Board of Directors nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representation selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

## **ARTICLE XII BOARD MEETINGS**

**1. MEETINGS.** The Board of Directors shall meet at least once a quarter upon the call of the Corporation President to consider, discuss, plan, direct, and implement the operations of the Corporation. It shall coordinate the work of the various committees of the Corporation and shall develop a projected schedule of Corporation operations.

**2. QUORUM; VOTING.** A quorum for voting purposes shall consist of one-half of the members of the Board of Directors. The act of the majority of the Directors at a meeting at which a quorum is present shall be the act thereof, except that the act of two-thirds (2/3) of the Directors at a meeting when a quorum is present shall be required with respect to any amendment to these bylaws or the Certification of Incorporation.

## **ARTICLE XII CORPORATION COMMITTEES**

**1. COMMITTEE ESTABLISHMENT.** Committees may be established by the Board of Directors in areas including, but not limited to: general affairs of the Corporation, finance, events, developing new Directors, recruiting new members, PR and marketing, team relations, arts and outreach, charitable causes, vision, soccer team formation and road trip organization.

**2. COMMITTEE MEMBERSHIP.** The Board of Directors shall appoint Directors/Officers and members of the Corporation to serve as the members of such committees. The Board shall also select a Director to serve as the Chairperson of each committee.

**3. POWERS OF THE PRESIDENT.** With respect to committees of the corporation, the President, with the approval of the Board of Directors, may:

- (1) Fill any vacancy in such committee;

- (2) Appoint one or more persons to serve as alternate members of any such committee, to act in the absence or disability of members of any committee with all the powers of such absent or disabled members of a committee;
- (3) Abolish any such committee; and
- (4) Remove any members of such committees at any time with or without cause.

**4. LIMITATIONS.** Except in cases where these Bylaws or the Board of Directors has by written resolution provided otherwise, the function of any committee is as an advisory group to the Board of Directors. No member of any committee, without the prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy or bind or obligate the Corporation or its Board of Directors in any way or by any means. All such powers expressly reserved to the Board of Directors and the officers of the Corporation.

**5. CHAPTERS.** Chapters of the Corporation, dubbed “Battalions” (or such other name as the Board may determine), may be established pursuant to procedures to be established by the Board of Directors and to further the purposes of the Corporation.

### **ARTICLE XIII FINANCIAL MATTERS**

**1. FISCAL YEAR.** The fiscal year of the Corporation shall be determined by the Board of Directors.

**2. PROPERTY OF THE CORPORATION.** The title to all property of the Corporation, both real and personal, shall be vested in the Corporation. No Director, officer or employee or member of a committee of, or other person connected with, the Corporation shall be entitled to any interest in such property, or be entitled to personal or private use of same.

**3. FINANCIAL ACCOUNTS.** The Corporation may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage, or disburse any funds for Corporation purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer(s) or agent(s) of the Corporation, and in such a manner, as is determined by the Board of Directors from time to time.

**4. CONTRIBUTION GIFTS AND BEQUESTS.** Contributions, gifts and bequests may be accepted by the Corporation in accordance with its policies and shall be subject to the approval of the Board of Directors. Unless otherwise designated by the donor or otherwise prescribed by statute or law, such gifts, bequests or contributions shall be utilized for the purposes of the Corporation at the discretion of the Board of Directors.

**5. ASSESSMENTS.** The Corporation may, from time to time, by a majority vote, levy special assessments upon all members of the Corporation, provided that such be levied at a regular or special meeting called for such purpose, and the members of the Corporation are notified of such proposed action prior to such meeting. No such assessment shall exceed an amount equal to the annual dues of the Corporation. Upon approval by the Corporation, such assessment shall be a financial obligation of each members of the Corporation and shall be paid to the Corporation Treasurer.

**6. CONTRACTS.** The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it pecuniary liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the President, either alone or with the Secretary or any Assistant Secretary, may execute the same in the name of, and on behalf of, the Corporation, and any such officer may affix the corporate seal (if any) of the Corporation thereto.

**7. APPOINTMENT & EMPLOYMENT OF ADVISORS.** The Board may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes. The Board is authorized to employ such persons, including an executive officer, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof.

**8. FINANCIAL STATEMENT AND REPORTS.** An independent auditor appointed or approved by the Board shall, at such time as the Board of Directors determines, prepare for the Corporation as a whole, a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed and such other additional reports or information as may be ordered from time to time by the Board of Directors. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Corporation. The auditor's charges and expenses shall be proper expenses of administration.

**9. INDEBTEDNESS.** The affairs of the Corporation shall be conducted upon a sound financial basis and no Corporation indebtedness shall be incurred without the prior approval of a vote of two-thirds (2/3) of the Corporation membership.

#### **ARTICLE XIV IRC 501(C)(7) TAX EXEMPTION PROVISIONS**

**1. ACTIONS JEOPARDIZING TAX STATUS.** Notwithstanding any other provision of these Bylaws, the Corporation, not any of its members, Directors, officers, employees or representatives shall take any action or carry on any activity by or on behalf of the Corporation not

permitted to be taken or carried on by an organization exempt under Section 501(c)(7) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**2. PROHIBITION AGAINST PRIVATE INUREMENT.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers or 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 the purposes of the Corporation.

**3. DISTRIBUTION OF ASSETS.** Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **ARTICLE XV CORPORATION BYLAWS**

**1. AMENDMENTS TO BYLAWS.** Amendments to the Bylaws may be adopted either at a meeting of the Board of Directors by two-thirds (2/3) vote, provided that notice of the meeting shall have contained the proposed amendment in full, or by a two-thirds (2/3) vote of the members assembled or voting by proxy at the annual meeting of members provided, that notice of the annual meeting shall have contained the proposed amendment in full. If such action is to be voted on at the annual meeting, members shall receive mailed ballot and/or proxy forms with the notice of such meeting.

**2. FORCE & EFFECT OF BYLAWS.** These Bylaws are subject to the provisions of the Alabama Nonprofit Corporation Law (the "Law") and the Certificate of incorporation as they may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in the Law or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

**3. CONSTRUCTION AND TERMS.** All references to these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of the Corporation filed with an office of this state and used to establish the legal existence of the Corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**4. APPROVAL AND ADOPTION.** Approved and adopted by the Board of Directors on the 6th day of March, 2018.