

AMENDED AND RESTATED

BYLAWS OF SILENT ANGELS OF ALABAMA (An Alabama Nonprofit Corporation)

Dated February 23, 2024

ARTICLE I NAME AND OFFICE LOCATION

Section 1. Name. The name of the nonprofit corporation is SILENT ANGELS OF ALABAMA (the "Nonprofit Corporation").

Section 2. Office. The principal office of the Nonprofit Corporation in the State of Alabama shall be located at 3501 Independence Drive, Homewood, Alabama 35209. The location of the principal office of the Nonprofit Corporation may be changed by the Board of Directors at any time. The Nonprofit Corporation may have such other offices within the State of Alabama as the business of the Nonprofit Corporation may require from time to time. The registered office of the Nonprofit Corporation required by the Alabama Business and Nonprofit Entities Code (the "Act") to be maintained within the State of Alabama shall be located at 3501 Independence Drive, Homewood, Alabama 35209. The location of the registered office of the Nonprofit Corporation may be changed by the Board of Directors at any time.

ARTICLE II PURPOSES AND RESTRICTIONS

Section 1. Purposes. The Nonprofit Corporation is organized and incorporated under the laws of the State of Alabama to operate as an exempt charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code") without profit to any Officer or member of the Board of Directors and is primarily dedicated to assisting needy individuals who have encountered severe financial hardship to obtain basic necessities through the provision of grants in the form of funds, goods and/or services. All funds, goods and/or services will be distributed in the sole and absolute discretion of the Board of Directors of the Nonprofit Corporation. Individuals eligible for assistance will include any natural person who can demonstrate that he or she has encountered severe financial hardship due to a prolonged illness, catastrophic event or accident, or similar occurrence and that:

- (a) He or she is a current member in good standing of the Birmingham Association of REALTORS® ("BAR") or a current subscriber of the Greater Alabama MLS ("GALMLS") and has been a member or subscriber in good standing for the twelve (12) consecutive

months immediately preceding his/her application for assistance ("Qualified BAR Member or GALMLS Subscriber"); or

(b) He or she is a current employee of and regularly works a minimum of twenty (20) hours a week for a Qualified BAR Member or GALMLS Subscriber and has been an employee and has regularly worked a minimum of twenty (20) hours a week for a Qualified BAR Member or GALMLS Subscriber for the twelve (12) consecutive months immediately preceding the employee's application for assistance; or

(c) He or she is a "family member" of a Qualified BAR Member or GALMLS Subscriber.

1. For purposes of these Bylaws, the term "family member" includes a Qualified BAR Member's or GALMLS Subscriber's spouse, "domestic partner", or child under the age of 21;
2. For purposes of these Bylaws the term "domestic partner" means a person who is neither married nor related by blood or marriage to the Qualified BAR Member or GALMLS Subscriber; is Qualified BAR Member's or GALMLS Subscriber's sole spousal equivalent; lives together with the Qualified BAR Member or GALMLS Subscriber in the same residence and intends to do so indefinitely; and is responsible with the Qualified BAR Member or GALMLS Subscriber for each other's welfare. A domestic partner relationship may be demonstrated by any three of the following types of documentation: (A) a joint mortgage or lease; (B) designation by either partner of the other as beneficiary for life insurance; (C) designation by either partner of the other as primary beneficiary in his or her will; (D) a domestic partnership agreement; (E) powers of attorney for property and/or health care by one partner in favor of the other; or (F) joint ownership of either a motor vehicle, checking account or credit account; or

(d) Is a current employee of BAR or GALMLS regularly working at least on average 20 hours a week.

Section 2. Restrictions. Notwithstanding any other provision of these Bylaws, the Nonprofit Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code; or (b) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Funding Limit. Grants on account of any individual eligible for assistance shall not exceed \$5,000 in the aggregate during any 12-month period. Notwithstanding the foregoing, upon the unanimous vote of the "Board" (as defined below), the Board has the power any time to make grants in excess of the \$5,000 limitation noted in this Section.

Section 4. Additional Grants. In addition to the grants outlined in Section 1 above, the Board shall have the power to donate Nonprofit Corporation funds, in such amounts as are approved by the Board, to non-profit entities whose primary purpose is either (a) to address affordable housing in the geographic areas served by the Nonprofit Corporation or (b) to build stronger communities in the geographic areas served by the Nonprofit Corporation. Prior to providing

an entity a grant, the Board shall verify in writing the entity's purpose and its nonprofit status

ARTICLE III MEMBERSHIP

Section 1. Members. The Nonprofit Corporation will not have any members as provided under the Act. All decisions and acts contemplated or required by law to be made by members may be made by the Nonprofit Corporation's Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number and Tenure. The number of members of the Board of Directors of the Nonprofit Corporation (or "Board") shall be at least three (3) and no more than fifteen (15). Board members must either be a member in good standing of BAR or GALMLS or, in the event the BAR member or GALMLS Subscriber is an entity, the authorized representative of a BAR Member of GALMLS Subscriber. The initial Board shall consist of the three (3) individuals set forth in the Certificate of Formation for the Nonprofit Corporation. Each member of the Board shall serve a three (3) year term, or until the member's successor has been elected or qualified, except that one-half (1/2) of the members of the Board appointed during 2023 of the Nonprofit Corporation shall serve a two (2) year term so that the terms of the members of the Board are staggered. The Board shall choose which members serve a two (2) year term when such members are appointed to the Board during 2023. As the term of each member of the Board expires, a successor shall be elected for a term of three (3) years by the Board at the annual meeting as provided by these Bylaws. In addition to the members outlined above, (a) the BAR Vice President shall be a standing member of the Board (and shall constitute one of the up to 15 members allowed for hereunder) serving a term equal to the time he or she is BAR Vice President, and (b) the GALMLS President-Elect shall be a standing member of the Board (and shall constitute one of the up to 15 members allowed for hereunder) serving a term equal to the time he or she is GALMLS President-Elect. Notwithstanding the foregoing, if during any year the GALMLS President-Elect shall not be able to serve as a board member, the GALMLS board of directors shall appoint a member of its board to the Board of Directors of the Nonprofit Corporation.

Section 2. Management. The Board shall manage the business and property of the Nonprofit Corporation. In the management and control of the property, business, and affairs of the Nonprofit Corporation, the Board is hereby vested with all the powers possessed by the Nonprofit Corporation itself, so far as this delegation of authority is not inconsistent with laws of the State of Alabama, the Code, the Certificate of Formation of the Nonprofit Corporation, or with these Bylaws.

Section 3. Resignations, Removals and Vacancies. Any member of the Board may resign by giving written notice to the Secretary of the Nonprofit Corporation. Such resignation shall be effective in accordance with its terms or upon receipt by the Secretary of the Nonprofit Corporation if no date of resignation is specified. Any member of the Board may be removed for cause at any time by a vote of two-thirds (2/3) of the remaining members of the Board. Notwithstanding anything contained herein to the contrary, upon a member of the Board ("Requesting Board Member") either (a) requesting a grant from the Nonprofit Corporation, or (b) receiving any grant funds from the Nonprofit Corporation; such member shall be deemed to have automatically submitted his or her

resignation from the Board and shall no longer be a member of the Board. A Requesting Board Member shall not be involved in any way in the decision of whether or not to grant funds to the Requesting Board Member.

Section 4. Compensation. The members of the Board shall not receive compensation for their services on the Board, but the Board may authorize reimbursement for expenses incurred by its members in connection with the performance of their duties as members of the Board on behalf of the Nonprofit Corporation.

ARTICLE V

MEETINGS OF THE BOARD

Section 1. Regular Meetings. The regular meetings of the Board may be set by the Board and shall be held at a location to be determined by the Board.

Section 2. Special Meetings. Special meetings of the Board may be called by or at the request of the President, the Secretary, or a simple majority of the Board. The person or persons authorized to call special meetings of the Board shall fix the location for such meetings.

Section 3. Annual Meeting. The annual meeting of the Board shall be held in January of each calendar year on such date and at such time as set by the Board and shall be for the purpose of electing new members of the Board and Officers and transacting such business as may come before the Board at the meeting. In the event that such annual meeting is omitted by oversight or otherwise on the date herein provided for, the Board shall cause a meeting in lieu thereof to be held as soon thereafter as conveniently may be, and any election or business transacted at such meeting shall be as valid as if transacted or held at the annual meeting. Such subsequent meeting shall be called in the same manner as provided herein.

Section 4. Notice. Notice of any special meeting of the Board shall be given at least three (3) days previously thereto by written notice delivered personally, mailed or e-mailed to each member of the Board. Any member of the Board may waive notice of any meeting. The attendance of a member of the Board at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise provided by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum. At any meeting of the Board, the presence of a majority of the members of the Board shall constitute a quorum for the transaction of business.

Section 6. Manner of Acting. The act of the majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the full Board, except as provided by Alabama law or by these Bylaws.

Section 7. Action By Consent. Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board entitled to vote with respect to the subject matter thereof. Such consent shall have the effect of

a unanimous vote and shall be equally valid as if said action was approved at a meeting.

Section 8. Participation by Telephone. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 9. Interested Board Members. No contract or transaction between the Nonprofit Corporation and one or more of its Board members or Officers, or between the Nonprofit Corporation and any other corporation, partnership, association, or other organization in which one or more of its Board members or Officers are members of the board of directors or officers, or have a financial interest, shall be void or voidable solely for that reason, provided however, (a) the Board member or Officer shall not be present at or participate in the deliberation on the merits of the contract or transaction, (b) the Board member or Officer shall not vote on such contract or transaction, (c) the Board member or Officer shall disclose to the remaining members of the Board all material facts related to the Board member's or Officer's relationship to or interest in the contract or transaction, and (d) the Board in good faith authorizes the contract or transaction by the affirmative votes of all of the disinterested Board members, even though the disinterested Board members be less than a quorum.

Section 10. Removal of Board Members. A Board member of the Nonprofit Corporation may be removed by a vote of two-thirds (2/3) vote of all of the other Board members at any special meeting of the Board called for the specific purpose of removing such Board member.

Section 11. Rules of Order. All questions of parliamentary procedure which are not specifically covered by provisions of these Bylaws shall be governed by Roberts Rules of Order Revised.

ARTICLE VI

COMMITTEES OF THE BOARD

Section 1. Executive Committee. The Executive Committee shall be comprised of all of the Officers of the Nonprofit Corporation. Between meetings of the Board, the Executive Committee shall have the power of and exercise the authority of the Board in the management of the Nonprofit Corporation, except as to the election or removal of Officers or Board members of the Nonprofit Corporation, the amendment or repeal of these Bylaws or any other matters of concern which the Board is required by law, the Certificate of Formation of the Nonprofit Corporation or these Bylaws to act. The Executive Committee shall advise the Board on all significant matters pertaining to the affairs of the Nonprofit Corporation and shall have and may exercise such specific power and perform such specific duties as prescribed by these Bylaws or as the Board shall from time to time prescribe or direct by resolution. The Executive Committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members. The Executive Committee may request ratification of its acts by the Board at any regular, special or annual meeting of the Board.

Section 2. Other Committees. Other committees may be appointed by the President with the concurrence of the Board as may be deemed necessary or desirable for the proper administration and operation of the Nonprofit Corporation. Each such committee shall serve at the pleasure of the Board and shall be subject to the control and direction of the Board. All actions by any such committee shall

be subject to revision or alteration by the Board provided that no rights of third persons shall be adversely affected by such revision or alteration. Any action or authorization of an act by any such committee within the authority delegated to it by the resolution establishing it shall be effective for all purposes as the act or authorization of the Board. Any such committee may act by a majority of its members present at a meeting or by writing or writings signed by all of its members.

Section 3. Chair. One member of each committee shall be appointed chair by the President.

ARTICLE VII

ADVISORY BOARD

Section 1. The Nonprofit Corporation may have an Advisory Board made up of ex- officio Board members who shall be elected by the Board at the annual meeting. The ex-officio Board members may advise and consult with the Board but shall not be treated as Board members of the Nonprofit Corporation under the Act and shall have no vote on any matter.

ARTICLE VIII

OFFICERS

Section 1. Number. The Officers of the Nonprofit Corporation shall consist of a President, a Secretary, a Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article who shall be members of the Board. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The Officers of the Nonprofit Corporation shall be elected annually by the Board at the annual meeting of the Board. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled at any meeting of the Board. Each Officer shall hold office until such Officer's successor shall have been duly elected and shall have qualified or until such Officer's death or until such Officer shall resign or shall have been removed in the manner hereinafter provided. Any Officer may succeed himself or herself.

Section 3. Removal. Any Officer or agent elected or appointed by the Board may be removed by the Board whenever in the Board's judgment the best interests of the Nonprofit Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office of Officer because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. President. The President shall be the chairman of the Board of the Nonprofit Corporation. The President, unless some other person is specifically authorized by vote of the Board, shall sign, or delegate to the "Executive Director" (as defined in Article IX below) the power to sign, all deeds, mortgages, extension agreements, modification of mortgage agreements, leases, and contracts of the Nonprofit Corporation. The President shall perform all the duties commonly incident to such office and shall perform such other duties as the Board shall designate. Notwithstanding the foregoing, the Executive Director shall be the sole individual responsible for

hiring, dismissing and supervising the staff employees of the Nonprofit Corporation as well any staff of BAR that assists with the operations of the Nonprofit Corporation. The President shall be an ex-officio member of all committees and shall preside at all meetings of the Board.

Section 6. Treasurer. The Treasurer, subject to the order of the Board, shall have supervision of the money, funds, valuable papers, and documents of the Nonprofit Corporation and shall have and exercise, under the supervision of the Board, all the powers and duties commonly incident to such office. The Treasurer or the Treasurer's designee shall deposit all funds of the Nonprofit Corporation in such bank or banks as the Board shall designate. The Treasurer or the Treasurer's designee may endorse for deposit or collection all checks and notes payable to the Nonprofit Corporation or to its order, may accept drafts on behalf of the Nonprofit Corporation. The Treasurer shall cause accurate books of account of the Nonprofit Corporation's transactions to be kept which shall be the property of the Nonprofit Corporation and shall be subject at all times to the inspection and control of the Board.

Section 7. Secretary. The Secretary or the Secretary's designee shall keep accurate minutes of all meetings of the Board and shall perform all the duties commonly incident to such office and shall perform such other duties and have such other powers as the Board shall designate. In the Secretary's absence at any meeting an Assistant Secretary or a Secretary Pro Tempore shall perform such duties thereat.

ARTICLE IX

EXECUTIVE DIRECTOR

Section 1. Appointment. The BAR chief executive officer/association executive/executive vice president shall automatically be designated as the Executive Director of the Nonprofit Corporation.

Section 2. Duties and Responsibilities. The Executive Director shall be responsible for the general administration and daily operation of the Nonprofit Corporation's principal activities and shall hire, dismiss and supervise the staff employees of the Nonprofit Corporation and any staff of BAR or GALMLS that assists with the operations of the Nonprofit Corporation. The Executive Director shall serve as an advisor to the Board and shall serve on all committees of the Board.

ARTICLE X

DUTIES AND LIABILITIES OF OFFICERS AND BOARD MEMBERS

Section 1. Duties of Board Members. As required by the Act, as amended from time to time, a Board member shall perform the Board member's duties, including duties as a member of any committee of the Board upon which the Board member may serve, in good faith, in the manner the Board member believes to be in or not opposed to the best interests of the Nonprofit Corporation and with such care as an ordinarily prudent person would use under similar circumstances in a like position. In performing such duties, a Board member shall be entitled to rely upon factual information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more Officers or employees of the Nonprofit Corporation whom the Board member reasonably believes to be reliable or competent in the matters presented;

- (b) Counsel, public accountants or other persons as to matters which the Board member reasonably believes to be within such persons' professional or expert competence; or
- (c) A committee of the Board upon which the Board member does not serve, duly designated in accordance with a provision of the Certificate of Formation or these Bylaws as to matters within its designated authority, which committee the Board member reasonably believes to merit confidence, but the Board member shall not be considered to be acting in good faith if the Board member has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

Section 2. Liability of Board Members / Officers. No Board member, Officer or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws shall be personally liable to the Nonprofit Corporation for monetary damages for breach of fiduciary duty as a Board member unless: (a) the Board member has breached or failed to perform the duties of the Board member's office in compliance with these Bylaws; and (b) the breach or failure to perform constitutes willful misconduct or recklessness.

Section 3. Immunity. Except as otherwise provided in this Article, no Board Member, Officer or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws shall be held personally liable for any damages resulting from: (a) any negligent act or omission of an employee of the Nonprofit Corporation; (b) any negligent act or omission of another Board member, Officer or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws; or (c) any action taken as a Board member, Officer, or committee member or any failure to take any action as a Board member, Officer or committee member unless: (1) the Board member, Officer or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws has breached or failed to perform the duties of such person's office; and (2) the breach or failure to perform constitutes willful misconduct or recklessness.

Section 4. Exceptions to Immunity. Notwithstanding the foregoing provisions of Article X, Section 3, the immunity granted Board members, Officers, other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws under Article X, shall not extend to acts or omissions of a Board member, an Officer, or another person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws that (a) constitute willful misconduct or recklessness misconduct by such individual; or (b) are taken without official proceedings of the Nonprofit Corporation. Additionally, if a Board member votes to transfer assets of the Nonprofit Corporation in order to avoid claims against the Nonprofit Corporation resulting from a judgment against the Nonprofit Corporation, the immunity provided by Article X shall have no force or effect as to that Board member.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND BOARD MEMBERS

Section 1. Power to Indemnify in Actions. Suits or Proceedings. Subject to the Act and Article XI, Section 2, the Nonprofit Corporation shall indemnify any person who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Nonprofit Corporation) by reason of the fact that such person is or was a Board Member, or Officer, or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws, against expenses (including attorneys' fees),

judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Nonprofit Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Nonprofit Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

Section 2. Authorization of Indemnification. Any indemnification under this Article XI (unless ordered by a court) shall be made by the Nonprofit Corporation only as authorized in the specific case upon a determination that indemnification of the Board member, or Officer, or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws is proper in the circumstances because such person has met the applicable standard of conduct set forth in Article XI, Section 1 above. Such determination shall be made (a) by the unanimous vote of the Board at a special or regular meeting of the Board where a quorum is present of all Board members who were not named as parties to any such action, suit or proceeding, or (b) by special legal counsel in a written opinion. To the extent, however, that a Board member, or Officer, or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws has been successful on the merits or otherwise in defense of any action, suit or proceeding described above, or in defense of any claim, issue or matter therein, such Officer, or Board member, or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, without the necessity of authorization in the specific case.

Section 3. Good Faith Defined. For purposes of any determination under Article XI, Section 2 above, a person shall be deemed to have acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Nonprofit Corporation, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe such conduct was unlawful, if his or her action is based on the records or books of account of the Nonprofit Corporation or another enterprise, or on information supplied to such person by the authorized agents of the Nonprofit Corporation or another enterprise in the course of his or her duties, or on the advice of legal counsel for the Nonprofit Corporation or another enterprise or on information or records given or reports made to the Nonprofit Corporation or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the Nonprofit Corporation or another enterprise. The term "another enterprise" as used in this Section 3 shall mean any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise of which such person is or was serving at the request of the Nonprofit Corporation as a Board member, Officer, employee or agent. The provisions of this Section 3 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Article XI, Section 1 above.

Section 4. Indemnification by a Court. Notwithstanding any contrary determination in the specific case under Article XI, Section 2 above, and notwithstanding the absence of any determination thereunder, any Board member, or Officer, or other person acting on behalf of the Nonprofit

Corporation pursuant to these Bylaws may apply to any court of competent jurisdiction in the State of Alabama for indemnification to the extent otherwise permissible under Article XI, Section 1 above. The basis of such indemnification by a court shall be a determination by such court that indemnification of the Board member, or Officer, or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws is proper in the circumstances because such Officer, or Board member, or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws has met the applicable standards of conduct set forth in Article XI, Section 1 above. Neither a contrary determination in the specific case under Article XI, Section 2 above nor the absence of any determination thereunder shall be a defense to such application or create a presumption that the Board member, or Officer, or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws seeking indemnification has not met any applicable standard of conduct. Notice of any application for indemnification pursuant to this Section 4 shall be given to the Nonprofit Corporation promptly upon the filing of such application. If successful, in whole or in part, the Board member, or Officer, or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws seeking indemnification shall also be entitled to be paid the expense of prosecuting such application.

Section 5. Non-exclusivity of Indemnification. The indemnification provided by or granted pursuant to this Article XI shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaws, agreement, contract, vote of disinterested Board members, or pursuant to the direction (howsoever embodied) of any court of competent jurisdiction or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, it being the policy of the Nonprofit Corporation that indemnification of the persons specified in Article XI, Section 1 above shall be made to the fullest extent permitted by law. The provisions of this Article XI shall not be deemed to preclude the indemnification of any person who is not specified in Article XI, Section 1 above but whom the Nonprofit Corporation has the power or obligation to indemnify under the provisions of the Act, or otherwise.

Section 6. Insurance. The Nonprofit Corporation may purchase and maintain insurance (including, without limitation directors and officers liability insurance) on behalf of any person who is or was a Board member, or Officer, or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Nonprofit Corporation would have the power or the obligation to indemnify such person against such liability under the provisions of this Article XI.

Section 7. Survival of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article XI shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Board member, or Officer, or ceases to act on behalf of the Nonprofit Corporation pursuant to these Bylaws and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 8. Limitation on Indemnification. Notwithstanding anything contained in this Article XI to the contrary, except for proceedings to enforce rights to indemnification (which shall be governed by Article XI, Section 4 hereof), the Nonprofit Corporation shall not be obligated to indemnify any Board member, or Officer, or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board.

Section 9. Limitation on Liability. Notwithstanding anything contained herein to the contrary, the members of the Board members, the Officers, and other persons acting on behalf of the Nonprofit Corporation pursuant to these Bylaws shall receive the full benefit of the immunity provided by The Volunteer Service Act, as set forth in Section 6-5-336, Code of Alabama (1975), as well as the protections provided by Section 10-11-1, et seq., Code of Alabama (1975). Liability of a Board member, or Officer, or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws is not eliminated or limited to the extent such person acts or omits to act in a manner which amounts to willful or wanton misconduct, fraud, or gross negligence. Any amendment or repeal of these sections shall be prospective only and shall not adversely affect any limitation on the liability of a Board member, or Officer, or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws existing at the time of such amendment or repeal. In addition to the foregoing, a Board member, or Officer, or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws shall, to the fullest extent permitted by any provision of that statutes of Alabama hereafter enacted that further limits the liability of a Board member, or Officer, or other person acting on behalf of the Nonprofit Corporation pursuant to these Bylaws, not be liable.

ARTICLE XII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board may authorize any Officer or Officers and/or the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Nonprofit Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Nonprofit Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts and Other Financial Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Nonprofit Corporation, shall be signed by such Officer or Officers, and/or the Executive Director and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of the Nonprofit Corporation not otherwise employed shall be deposited from time to time to the credit of the Nonprofit Corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE XIII

FISCAL AND ELECTIVE YEAR

Section 1. The fiscal and elective year of the Nonprofit Corporation shall be the period beginning on January 1 and ending on December 31 of each year.

ARTICLE XIV

CORPORATE SEAL

Section 1. The Board may provide a corporate seal, but the lack of a seal on corporate documents

shall not affect the validity of any document properly executed on behalf of the Nonprofit Corporation.

ARTICLE XV

DISSOLUTION

Section 1. Upon the dissolution of the Nonprofit Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Nonprofit Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVI

NOTICES

Section 1. Notices. Whenever written notice is required by law, the Certificate of Formation or these Bylaws, to be given to any Board member or member of a committee, such notice may be given by mail, addressed to such Board member or member of a committee, at such person's address as it appears on the records of the Nonprofit Corporation, with postage thereon prepaid, and such notice shall be deemed to be given three (3) days after the time when the same shall be deposited in the United States mail. Written notice may also be given personally and shall be deemed given on the date of personal delivery.

Section 2. Waivers of Notice. Whenever any notice is required by law, the Certificate of Formation or these Bylaws, to be given to any Board member or member of a committee, a waiver thereof in writing, signed, by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XVII

AMENDMENTS

Section 1. These Bylaws may be altered, amended or repealed, in whole or in part, or new Bylaws may be adopted by the Board of the Nonprofit Corporation, provided, however, that notice of such alteration, amendment, repeal or adoption of new Bylaws be contained in the notice of such meeting of the Board. All such amendments must be approved by an affirmative vote of at least two -thirds (2/3) of the entire Board then in office at a duly noticed regular or special meeting of the Board.

ARTICLE XVIII

AUDITED FINANCIAL STATEMENTS

Section 1. The Nonprofit Corporation books and records shall be audited at the discretion of the

board, but one audit must be performed at least every five years by an independent accounting firm selected by the Board.