

# **BYLAWS OF PUBLIC RELATIONS COUNCIL OF MONTGOMERY**

## **ARTICLE 1**

### **RULES OF ORDER**

#### **SECTION 1. RULES OF ORDER**

The Rules contained in Roberts Rules of Order shall govern the deliberations of the PUBLIC RELATIONS COUNCIL OF MONTGOMERY (hereinafter referred to as "council") and the Board of Directors in all cases in which they are applicable.

## **ARTICLE 2**

### **BOARD OF DIRECTORS**

#### **SECTION 1. NUMBER OF DIRECTORS**

The Board of Directors shall consist of a minimum of five (5) directors and a maximum of twenty-five (25) directors with the exact number of directors specified from time to time by resolution of the Board of Directors, provided that the Public Relations Council of Alabama (PRC) representatives shall be ex-officio to the Board of Directors.

#### **SECTION 2. APPOINTMENT AND ELECTION OF DIRECTORS**

A Nominating Committee shall be appointed by the president of the board and shall prepare a slate of candidates for Board directorship each year. Such candidates shall be considered for Board election at the Annual Meeting or at such time prior to the commencement of the term or fulfillment of vacancy.

At the annual meeting, Directors shall be elected by the Board of Directors. Each Director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the Board. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to serve on the Board.

#### **SECTION 3. POWERS**

The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

#### **SECTION 4. DUTIES**

It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Article of Incorporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided by these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the foundation;

(c) Supervise all officers, agents and employees of the foundation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their mailing, fax and e-mail addresses with the Public Relations Council so that notices of meetings may be transmitted in a timely manner to each director at such a dress.

#### **SECTION 5. COMPENSATION**

Directors shall serve without compensation. However, reasonable advancement or reimbursement of expenses incurred may be paid to Directors for attending annual, regular, special an committee meetings of the Board, training sessions, trade organization or educational meetings and conferences, and any other meeting or event for which attendance by one or more Board members may be requested as a part of performance of their duties. Approval by a majority of the Board of Directors must be in place before any advancement or reimbursement of expenses is incurred.

#### **SECTION 6. MEETINGS AND PLACE OF MEETINGS**

The Board of Directors shall meet at least four (4) times per year, or as determined by the Board of Directors. Meetings shall be held at noon and at alternate locations within the Montgomery area unless otherwise provided by the Board and notice given.

#### **SECTION 7. ANNUAL MEETING**

The annual meeting of Directors shall be held within three (3) months of the end of the fiscal year at 6:00 p.m., or at such other time as designated by the Board of Directors.

#### **SECTION 8. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President of the Board, any Vide President, or by the majority of the Executive Committee, or by a majority of the Board of Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board.

## SECTION 9. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors;

(a) Annual Meeting. At least three (3) weeks prior notice shall be given by the President or his or her designee to each Director of the annual meeting. Such notice shall be written and delivered in person, by first-class mail, by telefacsimile transmission, or by e-mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

(b) Special Meetings. At least two (2) days prior notice shall be given by the President, or his or her designee, to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first-class mail, by telephone, by e-mail, or by telefacsimile transmission, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. Special meetings of the Board of Directors or Executive Committee may be held upon the call of the President of the Board, any Vice President, a majority of the Executive Committee, or a majority of the Board of Directors and upon at least forty-eight (48) hours' notice specifying the date, time, place and purpose or purposes of the meeting, given to each director either personally or by mail, facsimile transmission, or electronic transmission.

(c) Other Meetings. Regular meetings of the Board of Directors or Executive Committee may be held pursuant to a resolution of the Board or Executive Committee to such effect, and shall be held whenever convenient for the Board of Directors or Executive Committee. Unless otherwise provided by the Board of Directors or Executive Committee, regular meetings shall be held at noon at a location within the Montgomery metropolitan area. No notice shall be necessary for any regular meeting.

(d) Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the laws of the state of Alabama, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

A director may waive any required notice of an annual, regular or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

## SECTION 10. QUORUM AND VOTING

A quorum shall consist of one-half of the directors of the Board plus one director. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

#### **SECTION 11. ACTION BY CONSENT**

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director, and included in the minutes or filed with the foundation records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

#### **SECTION 12. PARTICIPATION**

A director may participate in an annual, a regular, a special or a committee meeting by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered to be present in person at the meeting.

#### **SECTION 13. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the President of the Board, or in his or her absence, the Vice President of Finance, of the Board of Directors, or, in his or her absence, by a Chairperson chosen by a majority of the directors present at the meeting. The preparation of minutes for all meetings will be the responsibility of the Secretary of the Board or staff assistance provided by the Public Relations Council.

Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

#### **SECTION 14. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the President of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice of the Office of the Attorney General or other appropriate agency of the state of Alabama.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by affirmative vote of a majority of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until such time as a successor shall be duly elected or appointed and qualified.

## **SECTION 15. NONLIABILITY OF DIRECTORS**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Council.

## **SECTION 16. INSURANCE FOR COUNCIL AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Council (including a Director, officer, employee or other agent of the Council) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Council would have the power to indemnify the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law, provided, however, that the Council shall to provide insurance where such provision would constitute an "excess benefit transaction" within the meaning of Section 4958 of the Internal Revenue Code of 1986, as amended, or provisions of any subsequent federal tax laws.

# **ARTICLE 3**

## **OFFICERS**

### **SECTION 1. ELECTION OF OFFICERS OF THE BOARD OF DIRECTORS**

The officers of the Council shall be a President of the Board, one or more Vice Presidents, Secretary and a Treasurer, and such other officers with such titles as may be determined from time to time by the Board of Directors. At any point that the Board of Directors elects to hire an Executive Director, said person will serve as ex-officio to the Board of Directors.

### **SECTION 2. QUALIFICATION**

Any duly elected director of the Board of Directors may serve as an officer of this Council. Any person meeting qualifications set by the Board of Directors and selected by a committee designated for such a purpose for the office of Chairperson may serve as Chairperson.

### **SECTION 3. ELECTION AND TERM OF OFFICE**

Officers, except the President, shall be recommended by the Executive Committee and elected by the Board of Directors at the annual meeting. Each officer shall hold office for a term of two (2) years, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. An officer may serve succeeding terms if recommended by the Nominating Committee and elected by the Board of Directors. Article 3 Section 5 notwithstanding, an officer may serve an unlimited number of terms.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the President of the Board of Directors or to the Secretary of the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it

effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any employee of the Council.

## **SECTION 5. DUTIES OF OFFICERS**

(a) The president shall preside at all meetings of the Board and all meetings of the Corporation and, with the Treasurer, shall sign as legal representatives of the Corporation, all documents approved by the Board. In the absence of the President, a Vice President, designated by the President, shall preside at meetings of the Corporation.

(b) The Secretary shall be responsible for keeping official records of the Council, including recording minutes and maintaining a roster of the Board Members. The Secretary manages business meeting arrangements for the Board. He/she also prepares and mails the Officer nominee ballot for membership vote.

(c) The Treasurer shall be the custodian of the funds of the Council, with responsibility for annual budget preparation and maintaining and reporting financial statements to the Board in a format consistent with standard accounting procedures. The Treasurer also processes dues, in cooperation with the VP Membership, for annual membership renewals and new member recruitment.

(d) The Vice President in Charge of Programs acts the host of the Public Relations Council of Montgomery meetings, inviting speakers and others to attend meetings as he/she deems appropriate.

(e) The Vice President of Membership coordinates all membership activities of the Council. He/she coordinates all aspects of the membership recruitment process including, but not limited to, Board approval, notification to new members, and deposit of dues and initiation fees with the Treasurer. The VP Membership also manages the annual membership renewal process in coordination with the Treasurer.

(f) The Vice President in Charge of Projects is responsible for all special projects of the Council and acts as liaison for the Council to the host Chapter of the PRCA State conference. The VP Projects provides the Board regular updates of the conference planning process including, but not limited to, programming, budgeting, implementations and evaluation. The Vice-President in Charge of Projects acts as liaison to the Public Relations Council of Alabama.

(h) The Vice President of Education/Accreditation is responsible for the accreditation programs, administered by SPRF, and all special program development and continuing education of the Council.

(g) The Ethics Officer shall preside over the judicial procedure in the event of a Bylaw ethics complaint.

(i) The Student Affairs Officer shall act as liaison between the Council and student chapter. He/she will coordinate with the Public Relations Council of Alabama regarding any student program at the PRCA State conference.

(j) Other officers as designated and appointed by the President or Board shall have those duties as specified.

(k) Officers and Board members are expected to attend all meetings of the Board of Directors. If unable to attend, the board member should notify the President or Secretary in advance of the scheduled meeting. Two consecutive unexcused absences from Board meetings shall constitute grounds for dismissal from office at the discretion of the Board of Directors.

## **ARTICLE 4**

### **COMMITTEES**

#### **SECTION 1. NOMINATING COMMITTEE.**

The President, with the approval of the Board, 60 days prior to the election of officers, will appoint a nominating committee.

#### **SECTION 2. STANDING COMMITTEES.**

The four (4) Vice Presidents will appoint their respective standing committees after election.

#### **SECTION 3. OTHER COMMITTEES.**

The Council may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Council. Committees, to the extent specified by the Board of Directors, may exercise the powers, function, or authority of the Board of Directors except where prohibited by law; provided, however, that if a committee is to exercise board powers, functions or authority; (a) all the persons serving on the committee must be directors, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of its members shall be by a majority of all directors in office when the action is taken. Such other committees as may from time to time be designated by resolution of the Board of Directors or appointed by the chairperson of the Council.

#### **SECTION 4. MEETINGS AND ACTIONS OF COMMITTEES**

Meetings and action of committees shall be governed, except as otherwise provided in these Bylaws, by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE 5**

### **APPLICATION FOR MEMBERSHIP AND REINSTATEMENT**

#### **SECTION 1.**

The Vice President of Membership shall be responsible for the screening procedure on new membership applications. All applications for membership or reinstatement, from whatever source, shall be directed to the Vice President for Membership for processing. Approval shall be a simple majority. Objections must be stated in writing after which additional information will be circulated. Dues and initiation fees shall be submitted with the application for membership.

**SECTION 2.**

When a member in good standing resigns he may be reinstated under condition to be prescribed by the Board of Directors.

**SECTION 3.**

A member who has been dropped from the rolls for nonpayment of dues may reapply for membership under the rules governing new membership.

**SECTION 4.**

Membership may be transferred from one individual to another when the organization being represented has paid the dues. An initiation fee is payable by the individual to whom the membership is being transferred and an application for membership shall be processed as for a new member.

**SECTION 5.**

Current members with company-paid dues moving to positions at another company must complete an application and pay annual dues. Applications are then processed as for new members. Transfer or initiation fees are not paid. However, if a current member moves to a position previously held by a PRCA member with company paid dues, he or she pays only the transfer fee. Members transferring between chapters must be approved by the local chapter. Transfer fees are not paid.

**SECTION 6.**

Renewal or reinstatement of membership may be denied to members not in good financial standing with state or local PRCA chapters.

**ARTICLE 6**

**DUTIES AND PRIVILEGES**

**SECTION 1.**

Each member shall be entitled, subject to such rules as the Board may establish, to a Certification of Membership, signed by the President and Vice President Membership. Every such certificate shall remain the property of the Council and shall be returned to it upon demand by the Board.

**SECTION 2.**

All active members who have paid current dues and against whom no charges are pending, shall be eligible to vote and to hold office in the Council.

**SECTION 3.**

If the right of a member to vote or hold office is questioned, the records of the Council shall be conclusive.

**SECTION 4.**

Upon a written request of ten (10) or more members in good standing in which the cause has been stated, the Board of Directors may expel any member by a two-third vote, providing such member shall have been advised in writing of the charges and provided he has been given the opportunity for fair hearing.

**ARTICLE 7**

**OFFICIAL ROSTER**

**SECTION 1.**

An official membership directory of the Council shall be prepared and distributed to all members by the Vice President Membership upon request. Such membership roster will also be distributed to the PRCA.

**ARTICLE 8**

**FISCAL AND ADMINISTRATIVE YEAR**

**SECTION 1.**

The fiscal year and administrative year shall be October 1 to September 30.

**ARTICLE 9**

**DUES/RENEWALS**

**SECTION 1.**

Annual dues of the Council shall be \$70.00 per year for active members, \$90.00 per year for associate members; \$15.00 per year for student members in local chapters; and \$15.00 per year for sustaining members. A one-time initiation fee of \$15.00 shall be charged to active and associate members.

**SECTION 2.**

The official membership year shall be October 1 through September 30. The renewal process is administered by the Vice President of Membership.

**SECTION 3.**

Dues shall be deemed in arrears if the individual after receiving three notifications from the Vice President of Membership has not paid in full by the end of December. The individual may then be dropped from membership at the discretion of the Board, and so notified .

**SECTION 4.**

Renewal or reinstatement of membership may be denied to members not in good financial standing with state or local PRCA chapters.

**ARTICLE 10**

**EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Council to enter into any contract or execute and deliver any instrument or resolution in the name of and on behalf of the foundation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the foundation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, and other orders for the payment of money in excess of \$1 ,000, and other evidence of indebtedness of the Council shall be signed by one officer of the Council and either the President or Vice President Finance of the Board of Directors.

**SECTION 3. DEPOSITS**

All funds of the Council shall be deposited from time to time to the credit of the Council in such banks, trust companies, or other depositories as the Executive Committee may select.

**SECTION 4. GIFTS**

The Executive Committee may accept on behalf of the Council any contribution, gift, bequest, or devise for the nonprofit purposes of this Council.

# ARTICLE 11

## AMENDMENT OF BYLAWS

These Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

### ADOPTION

Signed and adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2002, by the PUBLIC RELATIONS COUNCIL OF MONTGOMERY.

\_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
SECRETARY

# ARTICLES OF INCORPORATION OF

## PUBLIC RELATIONS COUNCIL OF MONTGOMERY

The undersigned, for the purpose of organizing a non-profit corporation pursuant to the Alabama Non-Profit Corporation Act (§ 10-3A-1 -§ 10-3A-225, Ala. Code, 1975, as amended), does hereby adopt the following Articles of Incorporation:

1. The name of the corporation shall be "**PUBLIC RELATIONS COUNCIL OF MONTGOMERY**". (hereinafter sometimes referred to as "Council").
2. The period of duration shall be perpetual.
3. The objects and purposes of the corporation are:
  - a. The corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of §501 (c)(6) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law (the "Code") including, without limiting the generality of the foregoing, the following specific purposes:
    - (i). To promote and seek and maintain high standards for those involved in the practice of public relations and be available as a resource to such practitioners and to exchange ideas, experiences and to collect and disseminate information of value to public relations practitioners and to the public; to elevate the profession of public relations to the highest possible standard of competence, integrity, morality, dignity and courtesy; to maintain closer relationships and cooperation with other public relation state and national associations within the framework here announced, and to cherish the spirit of brotherhood and social intercourse among its members.
    - (ii). To support, educate, and serve as a resource to the members located in the City of Montgomery, Alabama, Montgomery, Autauga, Elmore, Lowndes and Bullock Counties, Alabama, and surrounding areas.
  - b. The corporation shall have all the general powers as enumerated in the § 10-3A-1, et seq., Ala. Code, 1975.
  - c. The corporation shall have the power and right to carry on any other business or activity, not prohibited by law, and to have and exercise all powers confirmed by the State of Alabama on non-profit corporations generally.
4. The corporation shall be permitted to have members as described in the Bylaws.
5. The corporation shall be permitted to have one or more classes of members. The classes of members, their qualifications, and the methods of election to membership and termination, and the rights and duties of members, shall be, from time to time determined by the Bylaws of the corporation, as amended from time to time.
6. The election or appointment of directors shall be in such manner as fixed from time to time by the Bylaws of the corporation.

7. The corporation shall be subject to the following restrictions and limitations, notwithstanding any other provisions of these Articles:

a. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt under §501 (c)(6) of the Code and the Regulations, or by an organization, contributions to which are deductible under any Section of the Code and the Regulations as the same now exist or as they may be hereafter amended from time to time.

b. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to, the corporation's members, 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 the purposes set forth in Paragraph C hereof. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(6) of the 1986 Code (the "Code"), as amended from time to time and the Regulations promulgated thereunder (the "Regulations").

8. Upon the liquidation or dissolution of the corporation, whether voluntary or involuntary, the Board of Directors shall, after all liabilities and obligations of the corporation, including the costs and expenses of dissolution, shall be paid, satisfied and discharged, or adequate provision shall be made therefore, distribute and dispose of any remaining assets of the corporation to such persons, societies, organizations or domestic or foreign corporations, whether for profit or not for profit, as may be specified in a plan of distribution adopted by the corporation. Notwithstanding the preceding sentence, no part of the net earnings of the corporation shall be distributed to, or for the benefit of, the corporation's members, directors, officers or other private persons upon its dissolution.

9. The provisions of the Alabama Non-Profit Corporation Act, as amended from time to time, and all provisions of law which supersede same shall apply to this corporation .

10. The address of the initial registered office of the corporation shall be **Post Office Box 76, Montgomery, Alabama 36101-0076** and the name of its **initial registered agent and such address shall be Mrs. Nancy King Dennis.**

11. The number of directors constituting the initial Board of Directors shall be limited to not more than thirteen (13). The names and addresses who are to serve as the initial directors until the first annual meeting or until the first annual meeting or until their successors are elected and qualify are:

**Name and Address**

**Name and Address**

Nancy King Dennis P.O. Box 76 Montgomery, AL 36101-0076	Doug Freeland One Technology Court Montgomery, AL 36116-3200
Stacy Benefield 500 N.E. Blvd. Montgomery, AL 36117	Kathy Midgley 5958 Monticello Dr. Montgomery, AL 36117
Peggy Collins 401 Adams Ave. Montgomery, AL 36103-4927	Carol Gunter 1010 Forest Ave. Montgomery, AL 36106
Derek Brown P.O. Box 2339 Montgomery, AL 36102	Michael Boatfield 660 Adams Ave., Suite 333 Montgomery, AL 36104
Lynn Perett Cox 3042 Ivy Chase Loop Montgomery, AL 36117	Belinda Bazinet 490 E. Moore Dr., Bldg. 892 Maxwell AFB, Gunter Annex, AL 36114-3004
Susan R. Cline 600 South Court St., Suite 308 Montgomery, AL 36109	Hank Schmitt P.O. Box 6135 Montgomery, AL 36106-0135
Linda Lee 2752 Zelda Road Montgomery, AL 36106	

The term of each of the foregoing directors shall be until the next annual meeting of the corporation and until their successors are elected. The name and address of each incorporator is as follows:

Name and Address

Nancy King Dennis  
P.O. Box 76  
Montgomery, AL 36101-0076

Carol Gunter  
1010 Forest Ave.  
Montgomery, AL 36106

Peggy Collins  
Post Office Box 4927  
Montgomery, Alabama 36103-4927

12. The following provisions for the regulation of the business and for the conduct of the affairs of the corporation and the directors thereof are hereby adopted:

a. The initial bylaws of the corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except to the extent provided in the bylaws. The bylaws may contain any provisions for the regulation and conduct of the affairs of the corporation and the directors not inconsistent with the Act or these Articles of Incorporation.

b. All corporate powers of the corporation shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors. Directors shall be elected in the manner provided in the bylaws. The number of directors of the corporation shall be fixed from time to time by the bylaws, or, in the absence of such a bylaw provision, the number of directors shall be three (3). The number of directors may be increased or decreased from time to time by amendment to the bylaws or in the manner provided for therein, provided that the Board of Directors shall consist of not less than three, and that no decrease shall have the effect of shortening the term of any incumbent director.

c. In amplification and not in limitation of the provisions of applicable law:

i. Pursuant to §10-11-1 et seq., Ala. Code, 1975, as amended, all non-compensated directors, trustees, members of governing bodies, and officers of the corporation shall be immune from suit and shall not be subject to civil liability arising from the conduct of the affairs of the corporation except when the act or omission of such person that gives rise to the cause of action amounts to willful or wanton misconduct or fraud or gross negligence.

ii. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees ), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any claim, 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 that he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his or her conduct was unlawful.

iii. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

iv. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (i) and (ii), or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith, notwithstanding that he or she has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

v. Any indemnification under subsections (i) and (ii) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnifications of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (i) and (ii). Such determination shall be made (1) by the Board of Directors by a majority vote of the directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if a majority of disinterested directors so directs, by independent legal counsel in a written opinion.

vi. Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such claim, action suit or proceeding as authorized in the manner provided in subsection (iv) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent that it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Section.

vii. The indemnification authorized by this Section shall not be deemed exclusive of and shall be in addition to any other rights to which those indemnified may be entitled under any statute, rule of law, provision of articles or certificate of incorporation, by-laws, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

viii. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Section.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this the \_\_\_\_\_ day of \_\_\_\_\_, 2002.

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**NANCY KING DENNIS**

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**PEGGY COLLINS**

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**CAROL GUNTER**