

BYLAWS
OF
CAPITOL HEIGHTS CIVIC ASSOCIATION, INC.

May 30, 2012

MOOTY & ASSOCIATES, P.C.
600 Clay Street
Montgomery, Alabama 36104

BYLAWS

ARTICLE I.

LOCATION OF CORPORATE OFFICES

Section 1.01. Principal Office. The principal office of Capitol Heights Civic Association, Inc. (the "Corporation") shall be located in Montgomery, Alabama.

Section 1.02. Other Offices. The Corporation may also have offices at other places within and without Alabama as the board of directors may from time to time designate.

(This is the end of Article I. Article II follows on the next page of these Bylaws.)

ARTICLE II.

DIRECTORS

Section 2.01. Number and Qualifications. The business, affairs and property of the corporation shall be managed by a board of directors, consisting of not less than eleven (11) members, to include the President, the Vice President, the Secretary, the Treasurer and seven (7) duly elected members-at-large. The number of directors may be increased or decreased by action of the board of directors, provided that any action of the directors to effect such increase or decrease shall require the vote of a majority of the entire board. No decrease shall shorten the term of any incumbent director. Directors may succeed themselves in office. Each director shall be at least eighteen (18) years of age.

Section 2.02. Election and Term. The first board of directors shall consist of those persons named as the initial directors in the Articles of Incorporation and those directors shall hold office until the first annual meeting of the board of directors and until their successors have been elected and shall have qualified. Thereafter, directors who are elected at an annual meeting of the board of directors, and directors who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next annual meeting of the board of directors and until their successors have been elected and shall have qualified. In the interim between annual meetings of the board of directors or of special meetings of the board of directors called for the election of directors, newly created directorships and any vacancies resulting from the removal of directors may be filled by the vote of the remaining directors then in office. A director may resign at any time upon notice to the Corporation. A director may be removed by action of a majority of the other directors with or without cause.

Section 2.03. Annual Meetings. The annual meeting of the board of directors shall be held at a time and place designated by the board of directors.

Section 2.04. Other Meetings. Regular meetings of the board of directors shall be held within the first week of designated months no less frequently than four (4) times per year. Special meetings may be held as called by the President at any place or time upon two (2) days notice to each director, either written or verbal, or by telephone or email, or with or without notice if notice is waived in writing signed by all of the directors before or after the meeting. Attendance at a meeting shall be considered waiver of notice of the meeting, unless the sole purpose of attending is to object to the failure to give proper notice. The President shall call a special meeting of the board of directors within ten (10) days of the receipt of a request therefore signed by six (6) or more of the directors. The notice of any special meeting shall include the specific issues to be addressed and for which the meeting is called. In the event that the annual meeting is omitted by oversight, or otherwise, the directors shall cause a meeting in lieu thereof to be held as soon thereafter as practical, and any business transacted or elections held at that meeting shall be valid and considered as transacted or held at the annual meeting.

Section 2.05. General Meetings. General meetings shall be held on a regular basis at a time and location to be determined by the Board of Directors and conveyed to the General Membership no later than fourteen (14) days prior to the date set for the meeting.

The Board of Directors shall set the agenda for General Membership meetings and encourage input from the General Membership with regard to meeting topics.

A quorum of ten (X) members in good standing must be present before business can be conducted at General Membership meetings.

All meetings of the Board of Directors and the General Membership shall be conducted in accord with Robert's Rules of Order.

Section 2.06. Quorum of Directors. At all meetings of the board of directors, a minimum of six ~~X~~ of the directors shall constitute a quorum authorized to transact business. Any matter may be adopted by a majority vote of those present. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the whole board of directors.

Section 2.07. Voting. At all meetings of the board of directors, each director shall have one (1) vote.

Section 2.08. Responsibilities, Powers and Duties.

(a) The board of directors shall be charged with the general authority and responsibility for soliciting, accepting, administering and investing assets of the Corporation. The board of directors may, however, delegate its administrative and investing powers and engage a professional manager to handle matters of that nature.

(b) The board of directors is authorized and empowered for and on behalf of the Corporation, to refuse or accept any bequest, devise, grant or gift for any of its objects and purposes, of any property, real, personal and mixed, of whatever kind, nature and description and wherever situated.

(c) The board of directors is authorized and empowered, for and on behalf of the Corporation, to sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any property, real, personal, and mixed, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(d) The board of directors is hereby authorized and empowered, for and on behalf of the Corporation, to invest and reinvest assets of the corporation in such stocks, common or preferred, bonds, debentures, notes, bills, certificates of deposit, bank accounts, custodial accounts, mortgages, and such other securities and property as the board of directors shall deem advisable without the limitation on investments prescribed by the Constitution or laws of the State of Alabama or any other state, but subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of applicable sections of the Internal Revenue Code of 1986 or any other laws and statutes and the regulations thereunder, as they now exist or as they may hereafter be amended and provided further that such limitations and conditions are not in conflict with the purposes and objectives of the Corporation.

(e) The board of directors is authorized and empowered, for and on behalf of the Corporation, to employ such custodians and investment advisors as it may deem advisable to assist it in connection with the management and investment of the assets of the Corporation.

Section 2.09. Designation of Committees. All committees shall be chaired by an organization member. Standing committees shall include Communications, Parks and Green Space, Social and Special Events, Watch Dog, Special Projects, Christmas Season. Additional committees may be established on recommendation of the President to the Board of Directors.

Section 2.10. Quorum of Committee. A majority of any committee established by the board of directors shall be necessary to constitute a quorum for the transaction of any business. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 2.11. Telephone Meetings. Any one or more members of the board of directors or any committee thereof may participate in a meeting of the board or committee 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 a meeting.

Section 2.12. Written Consent. Notwithstanding any other provision contained herein, any action required or permitted to be taken by the board of directors or any committee thereof may be taken without a meeting if all members of the board of directors or the committee, as the case may be, consent in writing to the adoption of a resolution authorizing such action.

(This is the end of Article II. Article III follows
on the next page of these Bylaws.)

ARTICLE III

OFFICERS

Section 3.01. Election and Appointment. A nominating committee of five (5) members-at-large shall be appointed by the President before the annual business meeting. Officers to be elected include a President, a Vice President, a Secretary, a Treasurer, and seven (7) board members at large. The nominating committee shall submit in writing the proposed slate of officers to the entire membership at the annual meeting. The opportunity for additional nominations from the floor shall be given at this meeting. Prior consent of proposed nominees must be obtained. The election shall be by ballot presided over by the President, with newly elected officers assuming their duties on June 1. When vacancies occur between elections, the executive committee shall have the power to elect replacements for the unexpired term. No member in arrears on dues shall serve as an officer or director.

Section 3.02. Suspension and Removal. Any officer of the Corporation may be removed or suspended by a majority vote of the board of directors at any time, with or without cause. Any agent or employee appointed or employed by the President may be removed or discharged or suspended by him at any time, with or without cause.

Section 3.03. Powers and Duties of President. It shall be the duty of the President to preside at all meetings of association and of the board of directors. The President shall cause to be called regular and special meetings of the directors in accordance with these Bylaws. The President shall appoint all standing committees and special committee chairpersons and shall be an *ex-officio* member of all committees except the Nominating Committee. The President shall see that the books, reports, statements and certificates required by law are properly kept, made, and filed according to law. The President or his/her designee shall submit a report of the

operations of the Corporation for each year to the directors at their regular annual meeting, or at a special meeting called for that purpose, and from time to time he/she shall report to the directors all matters within his/her knowledge which the interest of the Corporation may require to be brought to their attention. In general, he/she shall serve as spokesperson for the Corporation; sign all correspondence; assure all public relations responsibilities and perform all the duties incident to his/her office including such duties as may be assigned to that office from time to time by the board of directors.

Section 3.04. Powers and Duties of Vice President. The Vice President of the Corporation shall generally assist the President and shall perform those duties that may be assigned to him/her by the board of directors. In the event of the death, resignation, absence or inability to act of the president, the vice president shall assume and discharge pro tempore the powers and duties of the President of the Corporation. The board of directors may appoint one or more additional vice presidents as it may desire from time to time, and these vice presidents shall have the duties assigned to them by the board of directors. He/she shall maintain the master bylaws files; and inventory of Corporation assets.

Section 3.05. Powers and Duties of Representative of Secretary. Maintain correspondence files including email and telephone contact lists; maintain legal documents; draft letters pertaining to organization business; record and distribute minutes for all meetings of the Board of Directors and General Membership.

Section 3.06. Powers and Duties of Treasurer. Deposit dues and other revenues; prepare financial statements; open and maintain banking accounts, process check requests and prepare checks for signature; prepare and send dues invoices to members; maintain membership rolls.

Section 3.07. Business Management. The President, Vice President, and Treasurer shall be authorized to sign checks. Two signatures are required for all expenditures.

No check shall be signed except for an expense authorized by the Board of Directors. Requests for reimbursement of expenses shall be submitted in writing to the Treasurer for subsequent Board approval.

✕ Any expenditure in excess of \$500 must also be approved by the General Membership at a regularly scheduled or specially called meeting.

Section 3.08. Returns and Statements. It shall be the duty of each officer of the corporation to make and file any and all returns, reports, lists, or statements required by law to be made and filed by him, and to make full report to the board of directors respecting the affairs of the Corporation in his charge whenever he may be requested to do so.

Section 3.09. Compensation. No compensation shall be paid to any director or officer for his services rendered to or on behalf of the Corporation unless specifically authorized by the board of directors. An officer or director may be entitled to reimbursement for any reasonable expense incurred by him in the furtherance of the purposes of the Corporation.

(This is the end of Article III. Article IV follows
on the next page of these Bylaws.)

**ARTICLE IV
CORPORATE SEAL**

The board of directors shall provide a suitable corporate seal which shall bear the following words and figures as:

Capitol Heights Civic Association, Inc.
Nonprofit Corporation
2012
Alabama

(This is the end of Article IV. Article V
follows on the next page of these Bylaws.)

ARTICLE V

EXCULPATION AND INDEMNIFICATION OF DIRECTORS AND EMPLOYEES

No director or employee of the Corporation shall be liable to anyone for any acts in behalf of the Corporation or any omissions with respect to the Corporation committee by such director or employee, except for his or her own willful neglect or default. No director shall be liable to anyone for any acts of neglect or default on the part of anyone or more of the other directors in the absence of specific knowledge on the part of such director of such neglect or default.

Any person made a party to any civil or criminal action, suit or proceedings by reason of the fact that he (or a person for whom he is the legal or personal representative or heir or devisee) is or was a director, officer, employee or other agent of the Corporation shall be indemnified by the Corporation against the reasonable expenses, including, without limitation, attorneys' fees and amounts paid in satisfaction of judgment or in settlement other than amounts paid to the Corporation by him, actually and necessarily incurred by or imposed upon him in connection with, or resulting from the defense of such civil or criminal action, suit or proceeding, or in connection with or resulting from any appeal therein, except in relation to matters as to which it shall be adjudged in such civil or criminal action, suit or proceeding that such person is liable for negligence or misconduct in the performance of his duties. In the case of a criminal action, suit or proceeding, a conviction (whether based on a plea of guilty or *nolo contendere* or its equivalent, or after trial) shall not of itself be deemed an adjudication that such person is liable for negligence or misconduct in the performance of his duties to the Corporation. Any amount payable pursuant to this Article may be determined and paid, at the option of the person

to be indemnified, pursuant to procedure set forth from time to time by any of the following procedures: (a) order of the court having jurisdiction of any such civil or criminal action, suit or proceeding, (b) resolution adopted by a majority or quorum of the board of directors of the corporation without counting the interested directors in such majority or quorum, or (c) order of any court having jurisdiction over the Corporation. Such right of indemnification shall not be exclusive of any other right which such officers, directors and employees of the Corporation, and the other persons have mentioned, may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, provisions of law or otherwise, as well as their rights under this Article.

(This is the end of Article V. Article VI follows on the next page of these Bylaws.)

ARTICLE VI
MISCELLANEOUS

Section 6.01. Contracts. The board of directors may authorize any officer or officers, agent or agents, employee or employees to enter into any contract or other instrument on behalf of the Corporation, and the authority granted may be general or confined to specific instances. Except as provided in this section or as authorized by the board of directors, no officer, agent, or employee, other than the president, vice president, secretary or treasurer, shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it liable for any purpose or for any amount.

Section 6.02. Deposits, Checks and Drafts. All checks and drafts or funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, or trust companies, or to other depositories as the board of directors may from time to time designate. All checks shall be drawn out of the regular checkbooks of the Corporation and upon the stub of each check, the purpose and amount for which the check is drawn shall be specified. All checks, notes, drafts, bills of exchange, acceptances or other orders for the payment of money or other evidences of the indebtedness of the Corporation, shall be signed as shall from time to time be designated by resolution of the board of directors.

Section 6.03. Gender and Number. Reference in these Bylaws to the masculine, feminine or neuter gender, and the singular or plural number, shall be deemed to include the others whenever the context so indicates.

Section 6.04. Descriptive Headings. The descriptive headings to these Bylaws are for convenience of reference only and shall not be deemed to alter or affect the meaning of any of the Bylaws.

Section 6.05. Division into Articles. These Bylaws are divided into seven (7) separate Articles, consisting of Articles I to VII, inclusive. Article II and all other Articles of these Bylaws begin on a page that contains no wording from the immediately preceding Article. The end of each Article on its final page is followed by a statement that this is the end of the Article and, with the exception of Article VII that the immediately succeeding Article follows on the next page of these Bylaws.

Section 6.06. Severability. The invalidity or unenforceability of any particular provision of these Bylaws shall not affect any other provisions and these Bylaws shall be construed in all respects as if any invalid or unenforceable provisions were omitted.

(This is the end of Article VI. Article VII follows on the next page of these Bylaws.)

ARTICLE VII

AMENDMENT OF BYLAWS

The board of directors shall have power to make, amend, and repeal the Bylaws of the Corporation, by vote of a majority of all the directors, at any regular or special meeting of the board. The board of directors may not, however alter, amend, or repeal any Bylaws so as to avoid the limitations of the Articles of Incorporation or the Alabama Non-Profit Corporation Act.

(This is the end of Article VII. Certificate
of the Secretary follows on the next page of
these Bylaws.)