

**BYLAWS OF
ALABAMA RESCUE SERVICES ASSOCIATION, INC.**

an Alabama Non-profit Corporation

ARTICLE ONE: INTRODUCTION

1. **Definition of Bylaws:** These Bylaws constitute the code of rules adopted by **ALABAMA RESCUE SERVICES ASSOCIATION, INC.** for the regulation and management of its affairs.

2. **Purposes and Powers:** This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

The Corporation consists of an association of organizations (being organizations which are members of the corporation involved in and actively engaged in providing relief for the hungry, the homeless, the poor, the distressed, the abused and the underprivileged, without regard to race, creed, sex, color or national origin.

The purposes are:

(a) To perform any function or service to promote the activities and functions of the rescue service organization members legally consistent with the promotion of relief for the hungry, the homeless, the poor, the distressed, the abused and the underprivileged.

(b) To provide services to organizations operating in Alabama, including education and training for the promotion of self-sufficiency and lessening member's dependency upon governmental funding.

(c) To help promote the establishment of new organizations in areas of need within the State of Alabama whose purpose and function is to provide services to the poor citizens of the State as provided herein.

(d) To promote cooperation among and between rescue service organizations operating within the State of Alabama.

(e) To promote volunteerism.

(f) To lessen the burden of the government in helping the hungry, the homeless, the poor, the distressed, the abused and the underprivileged.

(g) To locate rescue service organizations within the State of Alabama; to help and assist them in servicing the poor and furthering the purposes set forth herein.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE TWO: OFFICES AND AGENCY

1. **Location of Registered Office:** The location of the initial registered office of this Corporation is 116 S. Main Street, Suite 303-C, Rawls Building, Enterprise, Alabama 36330. Such office will be continuously maintained in the State of Alabama for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State.

ARTICLE THREE: MEMBERSHIP

1. **Definition of Membership:** The Members of this Corporation are those corporations or other entities having membership rights in accordance with the provisions of the Articles of Incorporation and these Bylaws.

2. **Class of Members:** This Corporation will have one class of Members. Certificates of Membership evidencing membership in such class will be issued by the Corporation.

3. **Qualifications of Members:** Organizations shall possess the following qualifications prior to submission of an application to the board/Committee for membership:

(a) Be an organization in good standing with the Alabama Secretary of State and Department of Revenue.

(b) Have a determination letter or an advanced ruling for tax exempt status under IRC of 1986, Section 501 (c) (3).

(c) Be a rescue service organization as that term is defined below. A rescue service organization is a charitable organization whose primary purpose is providing food and/or

shelter to the hungry, the homeless, the poor, the distressed, the abused and the underprivileged and which is actively carrying out this purpose through providing a facility for housing and/or providing food on a regular and continuous basis for the hungry, the homeless, the poor, the distressed, the abused and the underprivileged and which expends a substantial portion of its budget in said efforts.

4. **Application Review:** Prospective member organizations shall:

(a) Submit an application for membership on a form as provided by the Corporation and the application fee as may be from time to time established by the Corporation.

(b) The Director of the prospective member organization shall appear before the Board of Directors to discuss how the prospective member organization is helping alleviate the problems of the hungry, the homeless, the poor, the distressed, the abused and the underprivileged within the State.

(c) Permit an on-site inspection of any facility and/or office of the prospective member organization by a representative of the Corporation.

After the foregoing steps have been complied with, the Board of Directors of the corporation shall vote on the acceptance of the prospective member organization into membership. Membership shall require a two-third (2/3) vote of the Board of Directors attending a valid regular or special meeting of the Board of Directors.

5. **Members' Dues and Disclosure Requirements:** (a) The annual dues payable to the Corporation by Members will be in such amount as may be determined from time to time by resolution of the Board of Directors.

(b) Each member of the Corporation shall submit to the Corporation, annually, a copy of its annual Form 990 or its equivalent filed with the IRS.

(c) Upon the request of the Corporation's Board of Directors, appear before the Board of Directors to discuss the operations and progress of the member organization's activities and permit an on-site inspection of the member organization's facility and accounting records by personnel of the Corporation.

6. **Termination of Membership:** A member rescue service organization shall be subject to termination of membership upon the following grounds or reasons:

(a) Failure to meet the qualifications set forth in Article III, Sections 3 and 5.

(b) For cause as determined by the Board of Directors.

If after a thorough review the Board of Directors makes a determination that the member no longer meets the qualifications and/or purposes of a rescue service organization, membership may be terminated. Termination will require a two-thirds (2/3) vote at a valid regular or special

meeting of the Board of Directors. The decision by the Board may not be arbitrary or capricious and must be made upon a rational basis supported by evidence after the member organization has had a fair opportunity to rebut any allegations made in support of termination.

7. **Thrift Shops:** Any profits generated by thrift shops owned and operated by the member organizations must be used exclusively for the direct benefit of the member organization.

ARTICLE FOUR: DIRECTORS

1. **Definition of Board of Directors:** The Board of Directors is that group of person vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

2. **Structure of Board:** The Board of Directors of this Corporation will constitute a single class.

3. **Qualifications of Directors:** The qualifications for becoming and remaining a Director of this Corporation are as follows:

(a) Directors need not be residents of the State of Alabama.

(b) Directors must be a director or administrative officer of a rescue service organization.

4. **Number of Directors:** The number of Directors of this Corporation shall be seven (7).

5. **Terms of Directors:** (a) After calendar year 2001 Directors shall be elected for a term of one (1) year at the first annual meeting held in January of each year. Each elected Director may be elected for a maximum of two (2) additional one (1) year terms. Each Director will hold office for the term for which elected and until a successor has been selected and qualified.

If a Director has served the maximum of three (3) terms provided for in the paragraph above, and a qualified successor is not available, the Board may, by majority vote, extend the term of the Director for another year.

(b) A Director shall automatically be removed from office, without a vote of the Board of Directors, when he fails, without proper notice or reason provided to an officer of the Corporation, to attend two consecutive meetings of the Board of Directors. A Director may be removed at any other time when such action will serve the best interests of this Corporation by a 2/3 vote of a quorum of the Board of Directors.

6. **Vacancies on the Board:** Resignation of Directors will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such

effective date. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointment by a majority of the remaining Board of Directors. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

7. **Place of Directors' Meetings:** Meetings of the Board of Directors, regular or special, will be held at the registered office of this corporation or at any other place within or without the State of Alabama, as provided or such place or places as the Board of Directors designates by resolution duly adopted.

8. **Regular Directors' Meetings:** Regular quarterly meetings of the Board of Directors will be held on the Second (2nd) Thursday of January, April, July and October of each year. Should any such day in any year constitute a legal holiday for all businesses then the meeting will be held instead on the following Thursday. This provision of the Bylaws constitutes notice to all Directors of regular meetings for all years and instances, and no further notice shall be required although such notice may be given.

9. **Notice of Special Directors' Meetings:** Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than ten (10) days nor more than twenty (20) days before the date of the meeting, either personally or by first class mail, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

10. **Call of Special Board Meetings:** A special meeting of the Board of Directors may be called by either:

(a) The President; or

(b) A number constituting a quorum of the Board of Directors.

11. **Waiver of Notice:** Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

12. **Quorum of Directors:** A majority of the whole Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

ARTICLE FIVE: OFFICERS

1. **Roster of Officers:** The Officers of this Corporation will consist of the following personnel:
 - (a) A President
 - (b) A Vice President
 - (c) A Secretary/Treasurer

ARTICLE SIX: INFORMAL ACTION

1. **Waiver of Notice:** Whenever any notice whatever is required to be given under the provisions of the law, the Articles of Incorporation of this Corporation, or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.
2. **Action by Consent:** Any action required by law or under the Articles of Incorporation of this Corporation or these bylaws, or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all Directors in office, and filed with the Secretary of the Corporation.

ARTICLE SEVEN: COMMITTEES

1. **Appointment of Committees:** The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Directoral Committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. However, the creation of such Directoral Committees will not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed on such personnel otherwise by law.

ARTICLE EIGHT: OPERATIONS

1. **Fiscal Year:** The fiscal year of this Corporation will be the calendar year.
2. **Execution of Documents:** Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer and countersigned by the President. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the President, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.
3. **Books and Records:** This corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board of

Directors, and Directoral Committees. The Corporation will keep at its registered office a membership register giving the names, addresses, and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

4. **Nonprofit Operations--Compensation:** This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors or Officers. However, the Corporation may pay compensation in a reasonable amount to Officers or Directors for services rendered.

5. **Loans to Management:** This Corporation will make no loans to any of its Directors or Officers or to any of its key management or other personnel.

6. (a) No members or Incorporator of this Corporation may have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable, or which will continue if his membership ceases, or while he is not in good standing.

(b) The Directors of this Corporation may authorize secured transactions or other dispositions of corporate assets without approval by the Members.

ARTICLE NINE: AMENDMENTS

1. **Amendment of Articles of Incorporation:** The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors. Such action must be taken pursuant to a resolution approved by a majority or all the Directors.

2. **Modification of Bylaws:** The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors.

ADOPTION OF BYLAWS

Revision adopted by the Board of Directors by unanimous vote of the members present on the 11th day of January, 2007.

THIS INSTRUMENT PREPARED BY:
Donald S. Pittman, P.C.
Attorney at Law
The Rawls Building
116 South Main Street, Suite 311
Post Office Box 311447
Enterprise, Alabama 36331-1447
(334) 347-6682

Secretary

President

Revised January 11, 2007 Article 4 item 4 from 5 to 7 BOD.