ARTICLE I. NAME

The name of the organization is the Community Foundation of Northeast Alabama, (hereafter referred to as the “Foundation”).

ARTICLE II. OFFICES

2.01. Principal Office: The principal office of the Foundation is located in the City of Anniston, Calhoun County, in the State of Alabama.

2.02. Change of Address: The designation of the city or the Foundation's principal office may be changed. The Board of Trustees may change the principal office from one location to another within Calhoun County by noting the changed address and effective date below. Such change of address shall not be deemed, nor require, an amendment of these Bylaws: The current address of the principal office is:

1130 Quintard Avenue, Suite 100, Anniston in Calhoun County, Alabama
Since: October 1, 2009

2.03. Other Offices: The Foundation may also have offices at such other places, within its state, where it is qualified to do business, as its business and activities may require, and as the Board of Trustees may, from time to time, designate.

ARTICLE III. MISSION

The Foundation’s mission is to achieve positive change through the generosity of donors, now and for generations to come through the following charitable activities:

3.01. Permanent Endowment: The Foundation shall receive and manage donor funds and other charitable gifts or contributions to build a permanent endowment for the benefit of the residents of Northeast Alabama.

3.02. Assisting Donors: The Foundation shall provide a flexible vehicle for donors with varied charitable intentions. In doing so the Foundation shall control and manage assets donated by individuals, families, corporations, nonprofit organizations or other foundations.
3.03. **Community Needs:** The Foundation shall act as a leader in the local philanthropic community, identify important needs and concerns and shape effective responses through the development, administration and distribution of assets.

3.04. **Not-for-profit Sector:** The Foundation shall partner with, provide support and help to strengthen the capacity and effectiveness of the not-for-profit institutions and organizations in Northeast Alabama.

**ARTICLE IV. LIMITATIONS**

The Foundation is a nonprofit qualified public charity recognized by the Alabama attorney general and is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. The operations of the Foundation shall be limited in accordance with such intent as further defined in the January 1997 (EQ93-500019), October, 1997 (CV97-654) and December 1998 (CV98-713), and December 2013 (11-CV-2013-900491.00) Orders and Judgments of the Circuit Court of Calhoun County, hereafter referred to as the Orders and Judgments, and these Bylaws. For the purpose of these Bylaws: (i) the term "public charity" means an organization which is "other than a private foundation" within the meaning of Section 509(a) (1), (2), or (3) of the Internal Revenue Code; (ii) the purposes permitted of the Foundation under the Internal Revenue Code as such a "public charity" are hereafter encompassed within the term "charitable purposes;" and (iii) references to any section of the Internal Revenue Code includes the corresponding provisions then in effect of any subsequent federal tax laws.

**ARTICLE V. BOARD OF TRUSTEES GENERAL POWERS AND DUTIES**

5.01. **Governance:** The Board of Trustees shall be vested with the duty to carry out the aims and charitable purposes of this Foundation and, to this end, to manage and have sole control all of its property, assets and activities subject to the provisions of the laws of Alabama, the Orders and Judgments and these Bylaws.

5.02. **Gifts and Contributions:** The Board of Trustees shall have power to receive gifts to the Foundation from any source, whether such gifts be permanent or of a temporary nature; or it may reject same, if in its opinion such gifts are contrary to or not included in the purposes of the Foundation as expressed in the Orders and Judgments, or in any manner impractical in purpose or otherwise disadvantageous to the spirit, intent or administrative procedures of the Foundation. Except as otherwise provided in the instrument of gift, the same shall be treated as corpus and distribution thereunder shall be made in accordance with the Foundation's distribution policy, as amended from time to time or further defined in the instrument of gift, and shall be made in the manner, at such times, and for such purposes and in such amounts as the Board of Trustees shall, in its exclusive discretion, deem necessary and proper; conditioned further that the distribution shall be limited primarily to the area in and surrounding Calhoun County, Alabama, unless otherwise designated in the instrument of gift.

5.03. **Distributions and Disbursements:** The Board of Trustees, not less frequently than yearly, shall (i) determine all distributions to be made from the Foundation (including funds held by trustees, custodians or agents of the Foundation) pursuant to provisions of the Orders and Judgments, these Bylaws and the donors’ directions if and to the extent applicable as provided by instruments of gifts, and make, or authorize and direct the respective trustees, custodians or agents having custody of funds of this Foundation to make, payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such
accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended; and (ii) determine all disbursements to be made for administrative expenses incurred by the Foundation and direct the respective trustees, custodians or agents having custody of funds of this Foundation as to payment thereof and funds to be charged.

5.04. Unrestricted Distributions: The Board shall gather and analyze facts and conduct investigation and research as from time to time is necessary in order to determine the most effective agencies and means for meeting the needs of the Northeast Alabama region through application of funds for charitable purposes and may direct disbursements for such fact gathering and analysis, investigation and research from funds given for such purposes or from funds given without designation as to purpose. The Board may, in furtherance of the Foundation’s charitable purposes when needs therefore have been determined and with appropriate provisions to assure use solely for such purposes direct distributions to such persons, organizations, institutions or governmental agencies as, in the opinion of the Board, can best carry out such purposes or help create new qualified charitable organizations to carry out such purposes.

5.05. Variance Power: To the extent permitted by law, the Board of Trustees shall have the power to modify any restrictions or conditions of the distribution of funds for any specified charitable purpose or to specified organizations if, in the sole judgment of the Board of Trustees (without the necessity of the approval of any trustee, custodian, or agent), such restriction or condition becomes unnecessary, incapable of fulfillment or inconsistent with the charitable needs or mission of the Foundation.

5.06. Advisors of the Foundation: The Board of Trustees may, from time to time, appoint as advisors persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the Foundation’s purposes. Such advisors shall not receive any stated salary for their services as such, but the Board of Trustees may authorize reimbursement for reasonable expenses incurred in connection with the duties of such advisors may be allowed.

5.07. Agents of the Foundation: The Board of Trustees is authorized to employ such persons, including investment professionals, fiscal agents with trust powers, attorneys, accountants, marketing and communication professionals, agents and assistants, as, in its opinion, are needed for the administration of the Foundation and to pay reasonable compensation for services and expenses thereof.

5.08. Fees: Expenses of the Foundation, including the ones enumerated in this Article, shall be shared pro-rata by the respective undistributed gifts held at the Foundation as defined in the fee policy, as adopted and amended by the Board of Trustees from time to time.

5.09. Annual Audit: The Board of Trustees shall cause an annual fiscal year audit to be made of the funds, gifts, investments and books of the Foundation and shall, at the February meeting of the Foundation Board of Trustees, present a copy of such audit, as well as an Annual Report, available to the general public stating the condition and activities of the Foundation for the past fiscal year.

5.10 Contracts and Transactions: The Trustees and Officers of the Foundation may be interested directly or indirectly in contracts relating to or incidental to the operations conducted
by the Foundation and may freely make contracts, enter transactions, or otherwise act for and
on behalf of the Foundation and with Board approval, notwithstanding that they may also be
acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or
may be interested in the same matters as stockholders, directors or otherwise; provided,
however, that any contract, transaction or act on behalf of the Foundation in a matter in which
Trustees or Officers are personally interested as stockholders, directors or otherwise shall be at
arms-length and not violate the provisions in the Orders and Judgments against the
Foundation's use or application of its funds for private benefit. In no event, however, shall any
person or other entity dealing with the Trustees or Officers be obligated to inquire into the
authority of the Trustees and Officers to enter into and consummate any contract, transaction,
or other action.

5.11. Ultimate Authority: Except as provided by law, the Orders and Judgments, or
these Bylaws, every function, authority, power, and duty of the Foundation may, in the Board's
discretion, be hired or contracted by it to be enacted by, or delegated to, others acting under
the general direction, supervision, and control of the Board of Trustees.

ARTICLE VI. TRUSTEE QUALIFICATIONS AND LIMITATIONS

6.01. Qualification of Trustees: Trustees shall be elected by the Board of Trustees in
accordance with any existing policies or guidelines and the provisions granted in these Bylaws
as amended from time to time.

6.02. Duties of Trustees: Trustees shall discharge the duties required by Alabama law,
fulfill the responsibilities defined in accordance with any existing policies or guidelines
and implement the governing directives contained in these Bylaws.

6.03. Age: Trustees shall be no younger than the minimum age set by the State of
Alabama for service on an incorporated board.

6.04. Number: The entire Board of Trustees shall consist of no fewer than the required
minimum number of persons as defined by state law and no more than fifteen (15) persons.
The Board shall determine, within this range, the absolute number of Board members from time
to time.

6.05. Term: The tenure of service for Trustees shall be no more than ten (10) years.
The term shall be divided into two (2) three (3) year terms, which may be followed by two (2)
consecutive two (2) year terms at the invitation of the Board of Trustees. A Trustee who has
completed their tenure on the Board may be re-elected to the Board of Trustees after
the expiration of one (1) year following the end of his/her previous term and shall have the status of
a newly-elected Trustee.

6.06. Term Rotation: The terms of office of the Board of Trustees shall be staggered so
that approximately one-third (1/3) of the Trustees shall be appointed each year. Vacancies
occurring during the term shall be filled for the unexpired portion thereof. A Trustee appointed
to serve less than 18 months of an unexpired term shall be eligible to serve two additional full
terms. A Trustee appointed to serve 18 or more months of an unexpired term shall be eligible to
serve only one additional full term.
6.07. **Election and Vacancies**: The Governance Committee shall establish a profile of current Board talent and identify specific future skills needed on the Board. Based on these needs and in accordance with any existing policies or guidelines, the Governance Committee shall identify and recommend a slate of suitable nominees to the Board of Trustees. Trustees shall be elected by an affirmative vote at a duly called meeting of the Board of Trustees. Newly elected Trustees shall receive an orientation as to their duties and responsibilities no less than 30 days after their election and shall hold office until their term expires and until their successors are duly qualified and elected.

6.08. **Resignation**: Any Trustee may resign at any time. If a vacancy occurs, the Chair of the Board shall request a slate of nominees as outlined in Article 6.07 above. Upon election, the new Trustee term shall be based on the directives defined in Article 6.07 above.

6.09. **Removal**: Trustees are obligated to fulfill the legal duties of loyalty and care as required for service on a corporation or trust in the State of Alabama. Failure to exercise these duties, along with any action that reflects negatively on the Foundation or its goals and mission shall be cause for removal as a Trustee. Further, any Trustee who has two (2) unexcused absences from either a meeting of the Board or a Board committee during the course of any one year shall be deemed to have resigned from the Board of Trustees.

6.10. **Compensation**: Trustees shall serve without compensation except for reimbursement for their reasonable expenses, if any, incurred in attending meetings of the Board, or of a committee established by the Board, or in performing other duties at the request of the Board.

6.11. **Prohibition Against Loans**: The Foundation shall make no financial loans or guarantees nor incur any form of debt for a Trustee, Officer, other volunteer or employee.

**ARTICLE VII. MEETINGS**

7.01. **Place**: The Board of Trustees may hold meetings, both regular and special, either within or without the State of Alabama as may be designated from time to time by resolution of the Board.

7.02. **Regular Meetings**: The Chair of the Board shall hold regular meetings of the Board of Trustees at a day and time prescheduled and with the Secretary giving notice to each Trustee. The Board of Trustees shall meet no less than four (4) times annually.

7.03. **Special Meetings**: The Chair of the Board may call special meetings of the Board of Trustees at a designated place and time with the President & CEO giving notice in advance to each Trustee as defined in Article 7.05.

7.04. **Annual Meeting**: Once a year the Board shall hold an Annual Meeting. The Annual Meeting shall be held at a designated place and time with the Secretary giving notice in advance to each Trustee. The Board shall elect new Trustees or Officers and transact such other business as required.

7.05. **Notice**: Notice of the time, place and purpose of all meetings shall be communicated by the President & CEO or designated staff member to each Trustee no less
than one (1) day prior to the meeting. Such notice may be in writing, by first class U.S. mail, electronic mail or other agreed form of communication, or without notice if notice is waived in writing by all Trustees either before or after the meeting.

7.06. Quorum: A quorum of the Board of Trustees shall consist of a simple majority (50% plus one) of the elected Trustees. An affirmative vote of a simple majority of the Trustees present at a meeting at which a quorum is present shall constitute the action of the Board of Trustees unless the vote of a larger number is required by Alabama law, statute or these Bylaws. Trustees may not vote by proxy or delegate their authority to any other Trustee or person if they are not in attendance at a meeting, except as provided in Article 7.07. Actions of the Board of Trustees shall be recorded and documented by the Secretary and communicated to each Trustee within fourteen (14) days following the Board meeting.

7.07. Communications Equipment: At any meeting of the Board of Trustees or any committee thereof, a Trustee or non-board member may participate by a conference telephone or similar communications equipment accessible to all members. In addition, all Trustees participating must be able to hear each other and must be advised of the names of the Trustee participants. Participation pursuant to this provision shall constitute presence in person at the meeting.

7.08. Board Action Without Meeting: Any action required or permitted to be taken by the Board may be taken without a meeting if three-fourths (¾) of the trustees consent in writing (electronically or otherwise), setting forth the action so taken. Such consent or vote shall have the same effect as a vote of the members of the board at a regular meeting.

7.09. Committee Action Without Meeting or Quorum: Any action required or permitted to be taken by a committee authorized by the Board, may be taken without a meeting, or in the event there are insufficient members present to constitute a quorum, if a consent in writing (electronically or otherwise), setting forth the action so taken, shall be signed by all of the members of the committee. Such consent or vote shall have the same effect as a vote of the members of such committee.

ARTICLE VIII. COMMITTEES

8.01. Governance Committee: The Board shall have a Governance Committee which shall be comprised of the Board Officers as defined in Article 9.01 and two (2) At-Large members elected from among the trustees in accordance with the existing policies or guidelines. The Chair of the Board shall appoint the Chair of the Governance Committee, who shall be a member of the Board. The Governance Committee shall have the duties as defined in a written set of Operational Guidelines approved by the Board of Trustees and updated from time to time.

8.02. Finance & Investment Committee: The Board shall have a Finance and Investment Committee, which shall assist the Board of Trustees in executing its fiduciary duties. The Treasurer shall serve as the Chair of the Finance and Investment Committee. The Chair of the Board and three (3) additional Trustees shall serve as members of the Committee. The Finance and Investment Committee shall have the duties as defined in a written set of Operational Guidelines approved by the Board of Trustees and updated from time to time.
8.03. **Audit Committee**: The Board shall have an Audit Committee, consisting of at least two (2) members of the Board, to assist the Board with an independent and impartial review of the fiscal assets and controls of the Foundation. The Chair of the Board shall appoint the Chair of the Audit Committee, who shall be a member of the Board. The Audit Committee shall have the duties as defined in a written set of Operational Guidelines approved by the Board of Trustees and updated from time to time.

8.04. **Grants Committee**: The Board shall have a Grants Committee to assist the Board of Trustees in allocating grant awards. The Chair of the Board shall appoint the Chair of the Community Investment Committee and no less than two (2) additional Trustees shall serve as members of the Committee. The Governance Committee shall nominate additional non-board members to assist the Committee in fulfilling its duties. The Grants Committee shall have the duties as defined in a written set of operational guidelines approved by the Board of Trustees and updated from time to time.

8.05. **Scholarship Committee**: The Board shall have a Scholarship Committee to assist the Board of Trustees in allocating academic and financial aid awards. The Chair of the Board shall appoint the Chair of the Scholarship Committee and no less than two (2) additional Trustees shall serve as members of the Committee. The Governance Committee shall nominate additional non-board members to assist the Committee in fulfilling its duties. The Scholarship Committee shall have the duties as defined in a written set of Operational Guidelines approved by the Board of Trustees and updated from time to time.

8.06. **Other Committees**: The Board of Trustees may designate such other committees of the Board, as it shall deem appropriate. Such committees, task forces or subcommittees shall be composed of no less than two (2) Trustees and shall have such authority as shall be delegated to them by the Board of Trustees. These authorized entities may include both Trustees and non-board members. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it, or him, or her, by law. The Chair of the Board shall appoint committee members and may serve as an ex-officio member with a voting privilege on all such committees. The committee shall exercise such activities as defined in written set of operational guidelines approved by the Board and for the duration defined by the Board.

8.07. **Committee Chair**: Except as otherwise provided herein, the Board of Trustees shall appoint at least one (1) Trustee to serve as Chair of each committee, ad hoc committee, task force or sub-committee established by or conducting work on behalf of the Board.

8.08. **Vacancies**: Vacancies in the membership of any committee shall be filled by the Governance Committee in accordance with any existing policies or guidelines and the applicable provisions of these Bylaws. If the vacancy includes a position filled by a non-board member, then the Governance Committee shall select a replacement based on the needs and qualifications of the position or the Governance Committee shall nominate a new member subject to the final approval of the Board of Trustees.

8.09. **Quorum**: Unless otherwise provided in the Board resolution establishing the committee, a simple majority of the whole committee membership shall constitute a quorum.
8.10. **Rules:** Each committee shall follow Robert’s Rules of Order, provided, however, that such rules are not inconsistent with Alabama law or these Bylaws.

8.11. **Notices:** Notices of the time and place of all committee meetings shall be communicated, in accordance with the provision of Article 7.05.

**ARTICLE IX. OFFICERS**

9.01. **Officers:** The Officers of the Foundation shall be the Chair of the Board, Vice Chair, Secretary, and Treasurer. In addition to the powers and duties of the Officers of the Foundation as set forth in these Bylaws, the Officers shall have such authority and shall perform such duties as, from time to time, may be determined by the Board of Trustees.

9.02. **Election:** The Board of Trustees shall elect Officers annually in accordance with existing policies or guidelines and the provisions granted in Article 9.05. Trustees may not serve concurrently in more than one elected office.

9.03. **Term:** The Board Officers shall serve a term not to exceed one (1) year unless fulfilling an unexpired term due to the death, resignation or removal of another Officer as defined in Articles 9.05 and 9.08. The Chair of the Board and the Vice Chair may be reelected to an additional concurrent one (1) year term. The Secretary and Treasurer shall be elected annually but shall have no reelection term limits.

9.04. **Removal:** Any elected Officer may be removed from office by an action of the Board whenever, in the judgment of the Board of Trustees, such removal will be in the best interest of the Foundation.

9.05. **Vacancies:** If any Office becomes vacant for any reason, the Governance Committee shall draft a slate of eligible Trustees in accordance with existing policies or guidelines and the provisions defined in these Bylaws. The Board of Trustees shall elect from among the nominees the new Officer. Any Officer so appointed or elected shall serve only until such time as the predecessor’s unexpired term shall have expired and shall be eligible to be elected to serve a full term in the same Office unless prohibited by these Bylaws.

9.06. **Chair:** The Chair of the Board shall be the Chief Governance Officer of the Foundation and shall preside at all meetings of the Board of Trustees and shall be an ex-officio voting member of all committees. The Chair of the Board shall perform such other duties and functions as shall be assigned to him or her from time to time by the Board of Trustees. The Chair shall, unless otherwise provided by resolution of the Board of Trustees, possess the power and authority to sign all Board authorized certificates, contracts, instruments, papers and documents of every kind and character whatsoever in the name of and on behalf of the Foundation, and subject to the Board of Trustees. The Chair of the Board shall consult regularly with the President & CEO to ensure that the policies and directives of the Board of Trustees are enacted.

9.07. **Vice Chair:** The Vice Chair shall also serve as the Chair Elect and shall assume the duties of the Chair of the Board at the end of the Chair’s term of office as provided in Article 9.05. The Vice Chair shall, in the absence, disability death, resignation or removal of the Chair of the Board, perform the duties and exercise the powers of the Chair of the Board, and shall
generally assist the Chair of the Board and perform such other duties as the Chair of the Board or the Board of Trustees shall prescribe, subject to the control of the Board of Trustees.

9.08. Secretary: The Secretary shall attend scheduled meetings of the Board of Trustees and shall sign and cause to be reported all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall sign, with the Chair of the Board, in the name of the Foundation, all contracts when authorized to do so. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees. The Secretary shall have charge of such books and papers as the Board of Trustees shall direct, all of which shall at all reasonable times be open to the examination of any Trustee, and in general perform all the duties incident to the Office of Secretary, subject to the control of the Board of Trustees.

9.9. Treasurer: The Treasurer shall oversee the care and custody of the funds of the Foundation, and other valuable effects, including securities. The Treasurer shall ensure that full and accurate accounts of receipts and disbursements in books belonging to the Foundation are kept. The Treasurer shall render to the Board of Trustees at the Annual Meeting of the Board, or whenever it may request, an account of all transactions of the Treasurer and of the financial condition of the Foundation. Any and all funds received by the Foundation shall immediately be deposited in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Trustees. The Treasurer shall perform all acts incident to the Office of Treasurer, subject to the control of the Board of Trustees.

ARTICLE X. PRESIDENT AND CHIEF EXECUTIVE OFFICER

The Board of Trustees shall appoint and employ a President & CEO who shall be a salaried employee of the Foundation responsible for the administration of the Foundation’s activities pursuant to the policies established by and subject to the approval of the Board. The President & CEO shall employ and discharge such staff or agents as he or she deems necessary in accordance with budget provisions and personnel policies and practices established by the Board. The President & CEO shall not be a member of the Board of Trustees. He or she shall be an ex-officio member, without vote, of all committees of the Foundation. The President shall be responsible for the routine day-to-day affairs of the Foundation and may sign contracts and documents on behalf of the Foundation that pertain to such routine affairs and are further authorized by the Board of Trustees and subject to the control of the Board of Trustees.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Foundation shall be from October 1 through September 31 of each year.

ARTICLE XII. SEAL

The seal of the Foundation shall be in such form and style as may from time to time be adopted by the Board of Trustees and shall be affixed to all contracts, agreements and legally binding documents approved by the Board of Trustees, delegated to the President & CEO or other authorized agents of the Board of Trustees.
ARTICLE XIII. INDEMNIFICATION

13.01. Duty To Indemnify: The Foundation 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 (other than an action by or in the right of the Foundation) by reason of the fact that he is or was a trustee, officer, employee, volunteer, or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee, volunteer, or agent of another Foundation, 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 in connection with such claim, action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Foundation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct 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 which he reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

13.02. Action by or in the Right of Foundation: The Foundation 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 by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that he is or was a trustee, officer, employee, volunteer, or agent of the Foundation, or is or was serving at the request of the Foundation as a director, partner, officer, employee, or agent of another Foundation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), actually and reasonably incurred by him in connection with the defense or settlement of such claim, action, or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Foundation and except that no indemnification shall be made in respect of 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 duty to the Foundation unless and only to the extent that the Court of Equity or the Court in which such claim, action, or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Equity or such other Court shall deem proper.

13.03. Reimbursement if Successful: To the extent that a trustee, officer, employee, volunteer, or agent of the Foundation has been successful on the merits or otherwise in defense of any claim, action, suit, or proceeding referred to in paragraphs 12.01 and 12.02, or in defense of any claims, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful (on the merits or otherwise) on any other claim, issue, or matter in any such claim, action, suit, or proceeding.

13.04. Authorization. Any indemnification under paragraphs 12.01 and 12.02 (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the trustee, officer, employee, volunteer, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in these Bylaws. Such determination shall be made (a) by the Board of Trustees by a majority
vote of a quorum consisting of trustees who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested trustees, so directs, by independent legal counsel in a written opinion.

13.05. **Advanced Reimbursement:** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Trustees in the specific case upon receipt of an undertaking by or on behalf of the trustee, officer, employee, volunteer, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Foundation as authorized in this Article.

13.06. **Indemnification Not Exclusive:** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, rule of law, provision of January 1997 and December 1998 Judgments and Orders of the Circuit Court of Calhoun County, Bylaw, agreement, vote of disinterested directors or Trustees, or otherwise, both as to action in his 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 trustee, officer, employee, volunteer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Where such other provision provides broader rights of indemnification than these Bylaws, said other provision shall control.

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

13.08. **Maximum Protection:** Notwithstanding anything in this Article XII. to the contrary, it is the desire and the intent of the Board of Trustees to give the broadest possible powers with respect to indemnification and reimbursement of trustees, officers, employees, volunteers and agents of the Foundation and none of the provisions provided for under this Article XII. shall be deemed to, or are intended in any way to, restrict or prohibit such powers and the same are granted to the full extent permitted by law now or in the future.

13.09. **Officers:** For the purposes of this Article, the term “Officer” shall include the Foundation’s Officers, Trustees, as well as the members of any other governing body of the Foundation and any reference herein to Trustees, Officers, employees, volunteers, or agents shall include former Trustees, Officers, employees, volunteers, and agents and their respective heirs, executors and administrators.

**ARTICLE XIV. AMENDMENTS**

These Bylaws may be amended or repealed at any meeting by a vote of two-thirds of all of the Trustees, the notice for which includes notice of the consideration of such action.
ARTICLE XV. DISSOLUTION

In the event of an election by the Board of Trustees to dissolve the assets of the Foundation, the process of dissolution, which shall be used shall be that set forth in Section 6 of the December 1998 Order and Judgment of the Circuit Court of Calhoun County (CV98-713).

ADOPTION OF REVISED BYLAWS

The Revised Bylaws are adopted by the Board of Trustees of the Community Foundation of Northeast Alabama by resolution and unanimous vote on this the 9th day of August, 2018.

_________________________
JAMES W. SWIFT
Board Chair

ATTEST TO THE FOREGOING REVISED BYLAWS THIS THE 9th DAY OF AUGUST 2018.

_________________________
RANDALL L. COLE
Board Secretary