

BY-LAWS

TUSCALOOSA CIVIL RIGHTS HISTORY AND RECONCILIATION FOUNDATION

ARTICLE I

Name

Section 1.01

The name of the corporation is Tuscaloosa Civil Rights History and Reconciliation Foundation.

ARTICLE II

Non-Profit Purposes

Section 2.01

This corporation is organized exclusively for educational and charitable purposes as specified in section 501(c)(3) of the U.S. Internal Revenue Code, or the corresponding section of any future code.

Section 2.02 – Specific Purpose

The purpose of the Tuscaloosa Civil Rights History and Reconciliation Foundation, as a perpetual organization, is to bring about awareness and reconciliation through collecting, preserving, and telling the stories of the important struggle for civil rights in Tuscaloosa.

ARTICLE III

OFFICES

Section 3.01

The principal office of the Corporation shall be located at 2515 Shoal Place, Northport, AL 35473. The Corporation may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation may find a need for from time to time.

ARTICLE IV

MEMBERSHIP

Section 4.01 - Eligibility for Membership

Application for membership in the Tuscaloosa Civil Rights History and Reconciliation Foundation shall be open to any individual that supports the purpose statement in Article II, Section 2. All memberships shall be granted upon a majority vote of the Board of Directors.

Section 4.02 – Resignation and Removal

Any member may resign by filing a written resignation with the secretary. Any member can have their membership revoked if, in the judgment of the members of the Board of Directors, the best interest of the Corporation would be served thereby, or without any cause at all by a vote of a simple majority of then-serving Board members.

ARTICLE V

MEETINGS OF MEMBERS

Section 5.01

An annual meeting of the members shall take place in the month of October, the specific date, time and location of which will be designated by the Board of Directors. Other meetings of the members may be called by the Board of Directors from time to time. Members shall be notified of the specific date, time, and location of each meeting at least one week prior to the meeting.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.01

The management of the Corporation shall be vested in a Board of Directors (Board) of not less than 3 nor more than 15 members who shall be elected from time to time by a majority vote of the Directors at a time and place as determined by the Board. The members of the Board where possible shall consist of members with particular skills in research, historical analysis, planning and management, fund raising and financial management, teaching and curriculum development, public relations skills, and utilization of technology. The Board shall make a special effort to include members who participated in the civil rights struggles of the 1950-60's or who have demonstrated knowledge and interest in the civil rights struggle of that era. Members of the Board shall be qualified to serve without regard to race, gender, religion, or sexual orientation.

Section 6.02 - Terms of Office

Each Director shall hold office for a period of three years and until his or her successor is elected and qualifies. Board members shall not serve more than two consecutive three year terms.

Section 6.03 - Management of Foundation

The Board shall have and exercise all the powers necessary to manage the work and the development of the policies of the Corporation. No contract, debt, or obligation shall be binding unless contracted under the authority of the Board.

Section 6.04 - Cooperative Relationships

The Board shall have the power to enter into cooperative relationships with other agencies or organizations when, in their judgment, such a relationship will further the Corporation's objectives.

Section 6.05 - Property

The Corporation through its Board, may hold or dispose of such property, real or personal, as may be given, devised, or bequeathed it, or entrusted to its care and keeping, and may purchase, acquire, and dispose of such property as may be necessary to carry out the purposes of the Corporation.

Section 6.06 – Compensation

Members of the Board shall not receive any compensation for their services as Directors

Section 6.07 – Advisory Council

An advisory Council may be created whose members shall be elected by the members of the Board annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge.

Section 6.08 – Removal

A member of the Board of Directors who is absent from three consecutive meetings, or if in the judgment of the members of the Board the best interest of the Corporation would be served thereby, or without any cause at all may be removed as a Board member by a vote of a simple majority of then-serving Board members. Each member of the Board of Directors must receive written notice of the proposed removal at least (10) days in advance of the proposed action. An officer who has been removed as a member of the Board shall automatically be removed from office. Any member of the Advisory Council may be removed with or without cause, at any time, by vote of a simple majority of then-serving Board members.

ARTICLE VII

MEETINGS OF BOARD OF DIRECTORS

Section 7.01

Meetings shall be held at the principal office of the Corporation unless otherwise designated from time to time by resolution of the Board of Directors.

Section 7.02 - Board Meetings

Meetings of the Board of Directors shall be held at such times and places as may be determined by the President with the consent of the majority of the members of the Board. Notice of the time and

location of such meetings shall be given to members at least one week in advance. There shall be at least four regular meetings every year.

Section 7.03 - Special Meetings of the Board

A Special meeting may be called at the discretion of the President, or Executive, or upon written request of three members of the Board of Directors, provided that notice of such meeting be given to each member prior to the time of such meeting. The notice shall state the purpose for which the special meeting is called.

Section 7.04 - Meeting by Electronic Communications

Members of the Board of Directors may participate in meetings of the Board by means of electronic devices.

Section 7.05 – Quorum

A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided under the Incorporating papers, these Bylaws, or provisions of law, no business shall be transacted by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

ARTICLE VIII COMMITTEES

Section 8.01

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of no more than five Board members, and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation except as may otherwise be provided by provisions of law. By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, and increase or decrease the number of members.

Section 8.02

The Board of Directors shall appoint a Chair and members of a Nominating Committee consisting of two to three members who shall serve for a term of three years. The Committee will be responsible for interviewing potential board members and nominating persons to fill unexpired terms of office or to fill regularly occurring vacancies due to term expiration. The Committee will report its recommendations to the Board of Directors to schedule a vote of the membership.

Section 8.03

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Section 8.04

The Board of Directors shall prescribe the duties, powers, and functions of each Committee herein authorized.

ARTICLE IX

LIABILITY OF BOARD OF DIRECTORS

Section 9.01

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation. The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permitted under the laws of Alabama.

ARTICLE X

OFFICERS OF THE CORPORATION

Section 10.01

The officers of the corporation as elected by the Board of Directors shall be a President, a Vice President, Secretary, and Treasurer, each of whom shall hold office for one year or until his or her successor is elected and qualified. The Corporation may also have other such officers with such titles as may be determined from time to time by the Board of Directors.

Section 10.02

Any member of the Board of Directors may serve as an officer of the Corporation. Officers shall be elected by the Board at any time, and each officer shall hold office 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.

Section 10.03

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 Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 10.04

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President such vacancy may be filled temporarily by appointment of the President until such time as the Board shall fill the vacancy.

Section 10.05

The President shall preside at all meetings of the Board of Directors and of the Corporation. With the Secretary he or she shall execute all legal papers, documents and instruments ordered to be executed by the Board of Directors. The President shall appoint all committees and shall be a member ex-officio of all committees of the Corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 10.06

The Vice President shall act in the absence or disability of the President.

Section 10.07

The Secretary shall, together with the President or Vice President, execute such legal papers, documents, or instruments as authorized by the Board of Directors. The Secretary shall keep the minutes of all meetings of the Corporation and of the Board of Directors.

Section 10.08

The Treasurer shall have charge of the funds and securities of the corporation, and shall cause them to be deposited in depositories approved by the Board of Directors. He or she shall see that an accurate record of all the funds is kept and shall make monthly reports to the Board of Directors. All checks upon bank accounts of the Corporation shall be signed as directed by Resolution adopted by the Board of Directors. The Treasurer, at his or her discretion, may authorize the use of a petty cash fund.

ARTICLE XI

STAFF

Section 11.01

The Board of Directors may employ an Executive Director who shall be charged with the administrative and executive management of the affairs of the Corporation, subject to review by the Board of Directors. In the event of a vacancy in the position of Executive Director, the President shall forthwith appoint an ad-hoc Committee whose responsibility shall be to identify, investigate, and interview candidates for the position and make recommendations to the Board of Directors for filling the vacancy.

Section 11.02

A personnel committee of the Board of Directors shall conduct an annual evaluation of the Executive Director.

Section 11.03

Authority shall be delegated to the Executive Director for hiring, supervising, and evaluating all staff. Staff positions and job descriptions shall be approved by the board of Directors prior to personnel actions being taken by the Executive Director as delegated by the Board.

ARTICLE XII

EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 12.01

The Board of Directors except as otherwise provided in these Bylaws may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. Unless so authorize, no officer, agent, or employee 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 monetarily for any purpose or in any amount.

Section 12.02

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 12.03

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

Section 12.04

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of the corporation.

ARTICLE XIII

CONFLICT OF INTEREST

Section 13.01 – Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 13.02 – Definitions

- a. **Interested Person** – Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

- b. Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:**
 - (1) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,**
 - (2) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or**
 - (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.**

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article XII, Section 12.02, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 13.03 – Procedures

- a. Duty to Disclose – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.**
- b. Determining Whether a Conflict of Interest Exists – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.**
- c. Procedures for Addressing the Conflict of Interest**
 - (1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.**
 - (2) The chairperson of the governing board or committee shall if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.**
 - (3) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict or interest**
 - (4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization’s best interest, for its own benefit,**

and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

- (1) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.**
- (2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.**

Section 13.04 – Records and Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.**
- b. The names of the persons who were present for discussions and votes related to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.**

Section 13.05 – Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.**
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to member's compensation.**
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.**

Section 13.06 – Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,**
- b. Has read and understands the policy,**
- c. Has agreed to comply with the policy, and**

- d. Understands the Organization exists for educational and charitable purposes as specified in section 501(c)(3) of the U.S. Internal Revenue Code, or the corresponding section of any future code, and in order to maintain its federal tax exemption it must manage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 13.07 – Periodic Reviews

To ensure the Organization operates in a manner consistent with its educational and charitable purposes as specified in section 501(c)(3) of the U.S. Internal Revenue Code, or the corresponding section of any future code, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further educational or charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 13.08 – Use of Outside Experts

When conducting periodic reviews as provided for in Article XII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIV

CORPORATE RECORDS AND REPORTS

Section 14.01

The Corporation shall keep at its principal office minutes of all meetings of directors, indicating the time and place of holding such meetings, notice given and the names of those present and the proceedings thereof.

Section 14.02

Adequate and correct books and records of accounts including accounts of its properties and business transactions, and accounts of its assets and liabilities, receipts, disbursements, gains and losses shall be on file at the principal office.

Section 14.03

A copy of the corporation's incorporating documents and Bylaws shall be available and open to inspection by the members of the corporation at all reasonable times during office hours.

Section 14.04

Directors shall have the right at any reasonable time to inspect and copy all books records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of the corporation as may be required under the incorporating documents, provisions of the Bylaws and provisions of law. The right to inspect all books, records, and documents does not negate the policy-making function of the entire Board.

Section 14.05

The Board shall cause any annual or periodic report required under law to be prepared and delivered to any office of the State of Alabama, the U.S Internal Revenue Service, or to the members of the corporation and be so prepared and delivered within the time limits set by law.

ARTICLE XV

IRS TAX EXEMPT PROVISIONS

Section 15.01

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.

Section 15.02

No part of the net earnings of this corporation shall inure to the benefit of or be distributed to its members, directors or trustees, officers or other private persons, except 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 of the Corporation.

Section 15.03

Upon dissolution of the Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Alabama.

ARTICLE XVI

AMENDMENTS

Section 16.01

The incorporating documents may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendments of the

incorporating documents setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. Any amendment to the incorporating documents shall require the affirmative vote of at least two thirds of the members of the Board of Directors.

Section 16.02

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

Section 16.03

If there is any conflict between the provisions of these Bylaws and the incorporating documents, the provisions of the incorporating documents shall govern.

Section 16.04

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of the Bylaws shall be unaffected by such holding.

Section 16.05

All references in these Bylaws to the incorporating documents shall be to the incorporating documents filed with the State of Alabama to establish the legal existence of this corporation.

ADOPTION OF BYLAWS

The undersigned members of the initial Board of Directors of this Corporation, consent to, and hereby adopt the foregoing Bylaws as the Bylaws of this Corporation.

1. Braid Scott Bridges Date: 5/9/2019

2. Tom Jones Date: 5/9/2019

3. Kenneth G. Dumont Date: 5/9/2019

4. Shadon Steele Date: 5/9/2019

5. Linda R. Beito Date: 5/09/2019

LIST OF INCORPORATORS

TUSCALOOSA CIVIL RIGHTS HISTORY AND RECONCILIATION FOUNDATION

Dr. Scott Bridges, 2515 Shoal Place, Northport, AL 35473

Dr. Thaddeus Steele, 6241 63rd Avenue, Tuscaloosa, AL 35401

Mr. Tim Lewis, 5960 Bradford Lane, Tuscaloosa, AL 35405

Dr. Kenneth Dunivant, 17180 Searcy Road, Northport, AL 35475

Dr. Linda R. Beito, 4226 Carroll Street, Northport, AL 35475

LIST OF DIRECTORS

TUSCALOOSA CIVIL RIGHTS HISTORY AND
RECONCILIATION FOUNDATION

- Dr. Scott Bridges, 2515 Shoal Place, Northport, AL 35473
- Dr. Thaddeus Steele, 6241 63rd Avenue, Tuscaloosa, AL 35401
- Mr. Tim Lewis, 5960 Bradford Lane, Tuscaloosa, AL 35405
- Dr. Kenneth Dunivant, 17180 Searcy Road, Northport, AL 35475
- Dr. Linda R. Beito, 4226 Carroll Street, Northport, AL 35475

STATE OF ALABAMA
 COUNTY OF TUSCALOOSA
 I, _____, Clerk of the County, do hereby certify that the foregoing is a true and correct copy of the original as the same appears in the records of the County of Tuscaloosa, Alabama.

 Clerk of the County

Recorded: 11/15/2019 10:11:52 AM
Ward D. Robertson, III, Probate Judge
Tuscaloosa County, Alabama
Term/Cashier: PRO-RECORDING1/JMCATEER
Tran: 1511194
Probate Judge Fee \$2.00
Incorporations \$25.00
Total: \$27.00

Secretary of State
State of Alabama

I hereby certify that this is a true and complete
copy of the document filed in this office on

November 4, 2019
DATE *November 6, 2019*

J. H. Merrill
Secretary of State