

CAC of Cullman, Inc. BY- LAWS

BY- LAWS OF CHILD ADVOCACY CENTER OF CULLMAN, INC. a Non-profit Corporation

ARTICLE I INTRODUCTION

- A. These by-laws constitute the Code of Rules adopted by the Child Advocacy Center of Cullman, Inc., for the regulation and management of its affairs.
- B. This corporation will have the purposes or powers as may be stated in its Articles of Incorporation, as such powers as are now or may be granted hereafter by law.

ARTICLE II OFFICES and AGENCY

The principal place of business of this Corporation in Alabama will be located at 1003 4th Avenue NE, Cullman, Alabama 35055. 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 III DIRECTORS

- A. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation and these bylaws. This Board of Directors shall be representative of the community it serves and its diversification. No Board member may directly or indirectly profit financially as a result of being on the Board of Directors of this Corporation. Board members will be required to attend regularly scheduled meetings, board member orientation, and other board training events and work sessions as scheduled.
- B. The Board of Directors of this Corporation will constitute a single class.
- C. Directors must be residents of the State of Alabama.

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- D. The number of Directors of this Corporation will not be less than three and more than eighteen at any time.
- E. The Directors of this Corporation will hold office for a maximum of two (2) three (3) year terms. Each Director will hold office for the term for which elected and until a successor has been selected and qualified.
- F. When a term is vacated by a board of director, a successor will be selected and qualified. That successor will serve in that position throughout the calendar year in which the position was vacated. The successor's official term will begin in Jan. of the following year and run through Dec. of the third year.
- G. 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 so appointed to fill the vacancy will serve for the unexpired term of the predecessor in office. Board members may be granted a Leave of Absence (LOA) from the board, if the board approves that LOA. A LOA may not be granted for more than one calendar year.
- H. Meeting of the Board of Directors, regular or special, will be held at a place so designated, the registered office of this Corporation or any other place within or without the State of Alabama or such place or places as the Board of Directors designates by resolution duly adopted.
- I. Regular meetings of Board of Directors will be held on the second Monday of every quarter starting in March of each year. This change will begin If the meeting falls on a holiday, the board of directors will decide on alternate meeting date. A board member may be dismissed at the discretion Executive Committee after missing three (3) consecutive board functions (meetings, training sessions or fund raising events).
- J. 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 two (2) nor more than fourteen (14) 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.

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- K. A special meeting of the Board of Directors may be called by either:
1. The President
 2. The Vice President, or
 3. A quorum of the Board of Directors
- L. 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.
- M. A majority of the whole Board of Directors will constitute a quorum; provided that in no event will a quorum consist of less than one-third (1/3) of the whole Board. The acts of a majority of the Directors present at the meeting at which a quorum is present will be at 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 IV OFFICERS

- A. The officers of this Corporation will consist of the following personnel:
1. President;
 2. Vice President;
 3. Secretary; and
 4. Financial Officer
- B. Each of the Officers of this Corporation will be elected and appointed every other year in December by the Board of Directors. Each officer will remain in office until a successor to such office has been selected and qualified. Such election will take place at the regular meeting of the Board of Directors. Two (2) or more offices may not be held by the same person.
- C. The president will be the Chief executive officer of this Corporation and will, subject to the control of the Board of Directors or Directional Committee, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

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- D. The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice president will perform such other duties as may be prescribed from time to time by the Board of Directors.
- E. The Secretary will keep minutes of all meetings of members and of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these bylaws and generally will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned from time to time by the Board of Directors.
- F. The Financial Officer will have charge and custody of all funds of this Corporation will deposit the funds as required by the Board of Directors will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accounting to the Directors as required by the Board of Directors or by law, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Directors.
- G. Any Officer elected or appointed to office may be removed by the persons authorized under these bylaws to elect or appoint such Officers whenever in their judgment the best interests of this Corporation will be served. Such removal will be without prejudice to any contract rights of the Officer so removed.
- H. Any one (1) or more Officer of the Corporation may be Ex Officio members of the Board of Directors.

ARTICLE V INFORMAL ACTION

- A. Whenever any notice whatever is required to be given under the provisions of the law, the Articles of Incorporation of the 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.
- B. Any action required by law, or under the Articles of Incorporation of this Corporation, of these Bylaws, or any action which otherwise may be taken

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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 of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office and filed with the Secretary of the Corporation.

ARTICLE VI COMMITTEES

- A. The Corporation may have certain Committees, one of which will consist of two (2) or more Directors. Such Directional Committees will have and exercise some prescribed authority of the Board of Directors in the management of this Corporation. However, no such Committee will have the authority of the Board of Directors in reference to affecting any of the following:
1. Filling of vacancies in the Board
 2. Adoption, amendment, or repeal of Bylaws.
 3. Amendment or repeal of any resolution of the Board.
 4. Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.
- B. The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one (1) or more Directional 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 Directional Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law.
- C. In addition, the Board of Directors, by resolution may designate and appoint certain Functionary Committees designed to transact certain ministerial business of the Corporation or to advise the Board of Directors. Such Committees will be chaired by an Officer or Director designated by the Board, which Chairman will proceed to select the remaining members of the Committee up to the number set by the Board or terminate such memberships or appoint successors in such Chairman's discretion. The Board may terminate any such Committee by resolution.

ARTICLE VII OPERATIONS

- A. The fiscal year of this Corporation will be October 1 through September 30.

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- B. 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 two board members. Contracts, leases or other instruments executed for the operations of the Corporation will be signed by the Director of the Corporation. Contracts over \$25,000 must be approved by Board of Directors and signed by an officer of the Board and will have attached copies of the minutes of the Board of Directors authorizing their execution.

- C. This corporation can borrow money on behalf and in the name of the Corporation, sign, execute and deliver promissory notes or other evidences of indebtedness which must be approved by Board of Directors and signed by an officer of the Board and will have attached copies of the minutes of the Board of Directors authorizing their execution.

- D. This corporation may endorse, assign, transfer, mortgage or pledge bills receivable, warehouse receipts, bills of lading, stocks, bonds, real estate or other property now owned or hereafter owned as acquired by the Corporation as security for sums borrowed, and to discount the same, unconditionally guarantee payment of all bills received, negotiated or discounted and to waive demand, presentment, protest, notice of protest and notice of non-payment.

- E. This corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and Directional Committees. The Corporation will keep at its principal place of business the original or a copy of its Bylaws including amendments.

- F. Inspected by any Director or Officer, or his agent or attorney, for any proper purpose at any reasonable time.

- G. This Corporation will not have or issue shares or stock. No dividend will be paid and no part of the income of this Corporation will be distributed to its Directors or Officers.

- H. This Corporation will make no loans to any of its Directors or Officers.
 - 1. No Incorporator of this Corporation may have any vested right, interest or privilege or, 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 while he or she is not in good standing.

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2. On dissolution, assets of this Corporation remaining after the payment or discharge of all liabilities of the Corporation; the return, transfer or conveyances of assets held on conditions requiring the same; the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposed shall be distributed as described in Article Nine of the Articles of Incorporation of this Corporation.

ARTICLE VIII AMENDMENTS

- A. 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 of the Directors.
- B. The power to alter, amend or repeal these Bylaws or to adopt new Bylaws, insofar as it is allowed by law, is vested in the Board of Directors.

ADOPTION OF BYLAWS

Adopted by the Board of Directors by resolution and unanimous vote of the Board of Directors.