

BYLAWS  
OF  
THE COMMUNITY FOUNDATION OF GREATER BIRMINGHAM  
an Alabama nonprofit corporation

Adopted  
January 16, 1997

Amended  
July 15, 1997,  
February 3, 1999  
May 29, 2003  
September 8, 2011  
December 4, 2014  
December 3, 2015  
December 14, 2016  
May 25, 2017  
December 13, 2018

(Note: The word “he”, as used throughout these bylaws, is intended to be gender neutral.)

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Article I. Offices

The principal office of The Community Foundation of Greater Birmingham (hereinafter referred to as "The Community Foundation") shall be located at 2100 First Avenue North, Birmingham, Alabama 35203. The Community Foundation may have such other offices, within the State of Alabama, as the board of directors may determine or as the business of The Community Foundation may require.

The registered office of The Community Foundation, required by the Alabama Nonprofit Foundation Act to be maintained in the State of Alabama, may, but need not be, the same as its principal office in the State of Alabama. The address of the registered office may be changed from time to time by the board of directors in the manner provided in the Alabama Nonprofit Foundation Act.

Article II. Board of Directors

Section 2.1 Management of Foundation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of The Community Foundation shall be managed under the direction of, the board of directors except as otherwise provided by law or the Articles of Incorporation of The Community Foundation.

Section 2.2 General Powers. The board shall have authority and responsibility to make the services of The Community Foundation broadly available so as to receive from a diversity of donors a variety of contributions (deemed by it to be acceptable and conducive to the public interest); to arrange for annual audits of its accounts by certified public accountants; and to disseminate periodic reviews of its activities.

The board may accept any gift, grant, devise or bequest for educational, cultural, civic, health, human services, environmental, public and other charitable purposes pursuant to any instrument expressing a desire of the donor (a) as to the time when and the purpose for which the income and/or principal shall be distributed, and/or (b) as to the purpose for which the income and/or capital appreciation shall be used for a definite or indefinite period, and any such expressed desire of the donor shall be respected and observed, subject, however, in every case to the condition that if and whenever it shall appear to the directors that circumstances have so changed since the execution of the instrument containing any gift, grant, devise or bequest as to render unnecessary, undesirable, impractical or impossible a literal compliance with the terms of such instrument, the directors may at any time or from time to time direct the application of such gift, grant, devise or bequest to such other educational, cultural, civic, health, human services, environmental, public and other charitable purpose, as, in their judgment, will most effectually accomplish the general purposes of The Community Foundation, without regard to and freed from any specific restriction, limitation or direction contained in such instrument.

The board shall have the power to replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Alabama, and to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the board) total rate of return (net income plus appreciation) with due regard for safety of principle, over a reasonable period of time (as determined by the board). As used in this Section, the phrase "return of net income" shall mean a return of net income (or appreciation where not inconsistent with The Community Foundation's need for current income), with due regard to safety of principal, in furtherance of the exempt purposes of The Community Foundation (except for assets held for the active conduct of The Community Foundation's exempt activities).

Except as otherwise specifically directed by any donor or testator, the income and/or principal from these funds shall be applied to or expended exclusively for such educational, cultural, civic, health, human services, environmental, public and other charitable purposes, as shall be directed in writing by the board of directors. The income and/or principal from such fund shall be applied and expended primarily within the area now or hereafter embraced by the Greater Birmingham Metropolitan Area in the State of Alabama, for the purposes herein set forth but it is recognized that the expenditure of said money may collaterally or coincidentally extend throughout the State of Alabama and even to the entire United States of America or the world. However, unless otherwise directed by a donor or testator the funds held hereunder and the income therefrom shall be principally applied and expended in the restricted area of the Greater Birmingham Metropolitan Area.

Section 2.3 Composition of the Board. The board shall strive through its membership to obtain broad and diverse representation within the greater Birmingham community, including individuals who have demonstrated that they possess a commitment to the educational, cultural, civic, health, human services, environmental, public and other charitable needs of the Greater Birmingham Metropolitan Area, a capacity to make wise judgments about the use of philanthropic endowments to benefit the people of the Greater Birmingham Metropolitan Area, an ability to participate effectively in the enhancement of the assets of The Community Foundation, and an ability, in general, to promote the mission of The Community Foundation. No person holding an elective public office which pays a salary shall be a member of the board, and if any member of the board shall be elected to a salaried public office, such member shall thereupon and without further action or proceedings whatever cease to be a member of the board. The board may consider the election of nonprofit employees to serve on the board where the board could potentially approve a grant. In such a case, nonprofit employees shall not total more than two board members at the time of election. However, should an existing board member become employed by a nonprofit organization after election, the number may exceed two. If this were to occur, the board member shall disclose such employment, and any nonprofit employee on the board shall be prohibited from serving on any grant committees where a potential conflict could exist.

Section 2.4 Number and Tenure. The number of directors constituting the board of directors shall be not less than sixteen (16) nor more than twenty (20), except that the number of directors may be twenty-one (21) to allow a Chairman to fulfill a two year term or to allow an immediate past Chairman to serve one additional year. Directors shall hold office for a term of three (3) years and until their successors shall have been duly elected and qualified or

until their deaths or until they shall resign or shall have been removed from office in the manner provided in the Articles of Incorporation of The Community Foundation. Each board member may serve for no more than two consecutive three-year terms. After serving for two consecutive three-year terms, a board member shall not be entitled to be re-elected to board membership for the next succeeding two calendar years, but may thereafter again be elected to the board for up to two more consecutive three-year terms.

Section 2.5                    Chairman. The board members will select a Chairman from its membership at its annual meeting to serve for a term of two years and until a successor is selected, provided that the same person may be elected to serve one additional year. The Chairman shall preside at all meetings of the board, and in his absence, the Vice Chairman or other board member designated by the Chairman will preside at meetings of the board. The Chairman shall be authorized to appoint committees of the board from time to time, or to designate particular board members, to make recommendations to the entire board with respect to the affairs of The Community Foundation.

Section 2.6                    Vacancies. Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected to serve for the unexpired term of his predecessor in office.

Section 2.7                    Removal of Board Member. A member of the board may be removed at any meeting, with or without cause, by a vote of two-thirds (2/3rd) of all of the other members of the board.

Section 2.8                    Annual Meetings. The annual meeting of the board of directors shall be held between November 15 and December 15 of each year on such date and at such time and place as shall be determined by resolution of the board of directors or by the Chairman for the purpose of electing directors and for the transaction of such other business as may come before the meeting. At least 30 days prior to the date of the annual meeting, the Chairman or the President of The Community Foundation shall give notice to each member of the board of directors of such meeting in the manner hereinafter provided setting forth the date, time, and place of the meeting. If the election of directors is not held on the day designated for the annual meeting of the board of directors, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the board of directors as soon thereafter as may be conveniently held.

Section 2.9                    Regular and Special Meetings. Regular meetings may be held upon such notice, if any, and at such time and place as shall be determined by resolution of the board of directors. Special meetings of the board of directors may be called by the Chairman or the President of The Community Foundation or by any two directors on ten days notice to each director. Such notice may be either (A) in writing delivered personally, by mailing to a director at his address as it appears in the records of The Community Foundation, by facsimile transmission or via electronic mail or (B) verbal given either in person or by telephone. The appropriate staff member, at the request of the Chairman or the President or any two directors, shall send such written notice and give such verbal notice on his or their behalf. If mailed, such

notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If sent by facsimile, such notice shall be deemed to be delivered when the sender receives confirmation that such facsimile transmission is complete. If sent via electronic mail, such notice shall be deemed to be delivered when sent. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice, if any is required, of such meeting.

Section 2.10            Meeting by Telephone. Members of the board of directors or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 2.11            Quorum. A majority of the whole number of directors of the board shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 2.12            Acts of the Board. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 2.13            Action Without a Meeting. Any action required or permitted to be taken by the board of directors or a committee thereof at a meeting may be taken without a meeting if the consent is given in writing with a signature (electronic or otherwise), setting forth the action so taken, and shall be signed by all of the directors or all of the members of the committee, as the case may be. Such consent must be unanimous by the directors or the members of such committee.

Section 2.14            Committees of Directors. The Chairman may designate one or more committees, each of which shall consist of one or more directors and may include additional representatives of the community to reflect both diversity and expertise as needed, which committees shall act at the direction of the board. Each committee member will be elected to serve for one year and may succeed himself without limit. Each committee Chairman must be a member of the board and will be nominated by the Executive Committee. Other board members will be nominated by the Executive Committee to serve on each committee. The board members who are members of each committee may nominate non-board committee members, who will be subject to the approval of the Executive Committee.

Section 2.15            Executive Committee. The Executive Committee will be composed of the Chairman, Vice Chairman, Secretary, Treasurer, immediate past Chairman, Chairman of each of the board standing committees, and additional at large members as designated by the Chairman. The at large member will be designated by the Chairman and must be a board member. The Executive Committee will be responsible for directing and overseeing personnel, board governance and planning functions. The Executive Committee will have full authority to act for the board between board meetings, except that the Executive Committee shall not have the authority to amend the bylaws, adopt a plan of merger, or approve the annual

budget.

Section 2.16            Compensation. The directors of The Community Foundation shall serve without compensation.

Section 2.17            Loans to Employees and Directors. The Community Foundation shall not lend money to its directors, officers or employees.

Article III.    Waiver of Notice

Whenever any notice is required to be given to any director of The Community Foundation under the provisions of the Alabama Nonprofit Foundation Act, the Articles of Incorporation of The Community Foundation, or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors or any committee designated thereby need be specified in the waiver of notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article IV.    Officers

Section 4.1            Positions. The officers of The Community Foundation shall be elected by the board of directors and shall consist of a Chairman, a President, a Vice Chairman and Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary by the board of directors. Other than the office of Chairman or President, any two or more offices may be held by the same person.

Section 4.2            Election and Term of Office. The officers of The Community Foundation shall be elected by the board of directors at its annual meeting. Each officer shall hold office at the pleasure of the board of directors from the date of his or her election until the next annual meeting of the board of directors and until his or her successor shall have been duly elected and qualified or until his death or he or she shall resign or shall have been removed from office in the manner hereinafter provided, but in no event shall any one term be in excess of three years from election.

Section 4.3            Vacancies. A vacancy in any office may be filled by the board of directors.

Section 4.4            Removal. Any officer may be removed by the board of directors whenever in its judgment the best interests of The Community Foundation will be served thereby. Election or appointment of an officer shall not of itself create contract rights.

Section 4.5                      Duties of Officers. The officers of The Community Foundation, if and when elected by the board of directors of The Community Foundation, shall have the following duties:

(a)     Chairman. The Chairman shall, when present, preside at all meetings of the board of directors. He may sign deeds, mortgages, bonds, contracts or other instruments on behalf of The Community Foundation except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of The Community Foundation. In general, he shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the board of directors.

(b)     President. The President shall be the chief executive officer of The Community Foundation and shall have general and active management of such areas and divisions of the business of The Community Foundation as may be designated by the board of directors and by the Chairman. The President shall carry into effect the orders of the Chairman. The President may sign deeds, mortgages, bonds, contracts or other instruments on behalf of The Community Foundation except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of The Community Foundation. The President shall hire and discharge all employees. The President shall serve as an ex-officio member of the board and the Executive Committee and all board committees. The President shall be appointed upon majority vote of the board of directors present at a duly constituted board meeting and shall serve at the pleasure of the board.

(c)     Vice Chairman and Vice President. The Vice Chairman and Vice President shall perform all duties incident to the office of Vice Chairman and such other duties as from time to time may be assigned to him by the Chairman or the board of directors. He shall, in the absence of the Chairman or in the event of his death or inability to act, perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman.

(d)     Secretary. The Secretary shall approve the minutes of the proceedings of the board of directors; shall oversee the giving of all notices in accordance with the provisions of these bylaws or as required by law; shall oversee the custody of the corporate records and of the seal of The Community Foundation; shall oversee the affixing of the seal of The Community Foundation to all documents, execution of which on behalf of The Community Foundation under its seal is duly authorized; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman or the board of directors.

(e)     Treasurer. The Treasurer shall oversee the custody of all funds and securities of The Community Foundation and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman or the board of directors.



Section 4.6                    Compensation. Other than the President, the officers shall serve without compensation. The President shall be entitled to such compensation as the board of directors shall determine from time to time, and shall be entitled to receive a reasonable amount as reimbursement of expenses incurred in attending to his authorized duties.

Article V.            General

Section 5.1                    Fiscal Year. The fiscal year of The Community Foundation shall be the calendar year.

Section 5.2                    Checks. All checks or demands for money and notes of The Community Foundation shall be signed by such officer or officers or such other person or persons as designated in the Procedures Manual.

Section 5.3                    Deposits. All funds of The Community Foundation shall be deposited from time to time to the credit of The Community Foundation in one or more banks, trust companies or other depositories as the board of directors or the President may from time to time designate, upon such terms and conditions as shall be fixed by the board of directors or the President. The board of directors or the President may from time to time authorize the opening and keeping, with any such depository as may be designated by the board of directors or the President, of general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these bylaws, as the board of directors or the President may deem necessary.

Section 5.4                    Corporate Seal. The board of directors shall select a corporate seal which shall have inscribed thereon the name of The Community Foundation, the words "Alabama" and "Corporate Seal," and such seal may include the date of incorporation of The Community Foundation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 5.5                    Voting of Foundation's Securities. Unless otherwise ordered by the board of directors, the Chairman, the Vice Chairman, the President, or such other officer as may be designated by the board of directors to act in the absence of the Chairman, the Vice Chairman or the President, shall have full power and authority on behalf of The Community Foundation to attend and to act and to vote, and to execute a proxy or proxies empowering others to attend and to act and to vote, at any meetings of security holders of any foundation in which The Community Foundation may hold securities, and at such meetings the President, or such other officer of The Community Foundation, or such proxy shall possess and may exercise any and all rights and powers incident to the ownership of such securities, and which as the owner thereof The Community Foundation might have possessed and exercised, if present. The Secretary may affix the corporate seal to any such proxy or proxies so executed by the President, or such other officer, and attest the same. The board of directors by resolution from time to time may confer like powers upon any other person or persons.

Section 5.6                    Gifts. The board of directors may accept on behalf of The Community Foundation, and in compliance with the Gift Acceptance Policy of The Community Foundation, any contribution, gift, bequest or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of The Community Foundation.

Section 5.7                    Limitation on Pecuniary Obligations. No pecuniary obligation of more than \$5,000 shall be undertaken by The Community Foundation without sanction by resolution of the directors duly adopted by the board of directors of The Community Foundation.

Section 5.8                    Additional Organizations. The board of directors may authorize the formation of such subsidiary, auxiliary, associated and affiliated organizations as will in the opinion of the board of directors assist in effecting the charitable purposes of The Community Foundation. Each such authorization shall, regardless of its terms, be revocable at any time in the sole discretion of the board of directors.

#### Article VI.     Exculpation of Directors

Section 6.1                    Acts of Director. No director shall be liable to anyone for any acts on behalf of The Community Foundation or any omissions with respect to The Community Foundation committed by such director, except for his or her own willful neglect or default.

Section 6.2                    Acts of Other Directors. No director shall be liable to anyone for any act of neglect or default on the part of any one or more of the other directors in the absence of specific knowledge on the part of such director of such neglect or default.

Section 6.3                    Indemnification of Directors, Officers and Others. The Community Foundation shall indemnify any member of the board of directors or officer or former member of the board of directors or former officer, or any person who is serving or who has served at the request of The Community Foundation as a director or officer of another foundation, whether such other foundation be for profit or not for profit, in which The Community Foundation owns shares of capital stock or of which it is a creditor, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of his being or having been such director or officer, except in relation to matters as to which he shall have been adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty with respect to the matter in which indemnity is sought. By order of the board of directors, The Community Foundation may, under comparable terms and limitations, indemnify employees and agents of The Community Foundation with respect to activities within the scope of their services.

Section 6.4                    Insurance. Nothing herein provided shall limit or otherwise affect the power of The Community Foundation to purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee or agent of The Community Foundation or is or was serving at the request of The Community Foundation in any of such capacities with respect to another foundation, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not The Community Foundation would have the power or would be required to indemnify him against such liability under the provisions of these bylaws or any applicable law. To the extent such insurance operates to protect any person against liability, The Community Foundation's obligation to indemnify shall be deemed satisfied.

Article VII.    Amendment of Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by vote of a majority of all of the directors.