

BY-LAWS  
OF  
THE MOUNTAIN BROOK CITY SCHOOLS FOUNDATION  
(A Nonprofit Corporation)

ARTICLE I  
NAME AND OFFICES

Section 1.01 Name. The name of the corporation is The Mountain Brook City Schools Foundation (hereinafter referred to as the “Foundation”).

Section 1.02 Office. The principal office of the Foundation shall be at the Office of the Superintendent of the Mountain Brook Board of Education currently located at 3 Church Street, Mountain Brook, Alabama 35213. The Foundation may have such other offices either within or without the State of Alabama, as the Board of Directors may determine from time to time.

ARTICLE II  
MEMBERS

Section 2.01 Members. The Foundation shall have no members.

ARTICLE III  
BOARD OF DIRECTORS

Section 3.01 General Powers. The management of all the affairs, property and business of the Foundation shall be vested in the Board of Directors.

Section 3.02 Election of Directors and Tenure. The Board of Directors shall be self-perpetuating. The Directors constituting the initial Board of Directors as named in the Articles of Incorporation shall hold office until their successors are named at the first annual meeting of the Board of Directors. Thereafter, the Directors shall be elected for such term or terms of office as may be specified up to four (4) years by a majority of the Board of Directors attending any annual, regular or special meeting properly called and held where a quorum is present. A Director may be eligible for re-election. Each Director will hold office for the term for which the Director is appointed and until a successor has been selected and qualified.

Section 3.03 Number. The number of Directors with voting power shall be thirty-six (36) persons who shall be elected as hereinafter provided. In addition to the elected Directors, the Superintendent of Education of the Mountain Brook Board of Education and the Chairman of the Mountain Brook Board of Education shall serve as nonvoting ex-officio members of the Board of Directors by virtue of their respective positions.

Section 3.04 Annual and Regular Directors' Meetings. The annual meeting of the Board of Directors shall be held in the spring during April or May of each calendar year at such time and place as the Board of Directors may designate. The fall meeting of the Board of Directors shall be held during November or December of each calendar year at such time and place as the Board of Directors may designate. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

Section 3.05 Special Directors' Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) Directors, and shall be held at the principal office of the Foundation or at such other place as the Directors may determine.

Section 3.06 Notice of Meetings. A ten (10) day written notice of all special meetings of the Board of Directors shall be given to each Director by mail or personally.

Section 3.07 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 3.08 Quorum of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 3.09 Board Decisions. 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, unless the act of a greater number is required by law, the Articles of Incorporation or the By-laws.

Section 3.10 Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 3.11 Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 3.12 Removal. Any Director elected by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the entire Board of Directors.

Section 3.13 Remuneration to Directors. No Director of the Foundation shall receive any compensation, remuneration or other emolument for services rendered as a Director or officer of this Foundation other than reimbursement of actual expenses incurred in the discharge of duties as such; and no loans shall be made by the Foundation to any of its Directors or officers.

Section 3.14 Legal Proceedings. The Board of Directors may institute and defend any and all suits or legal proceedings in any court relating to the Foundation, employ counsel and compromise or submit to arbitration all matters of dispute in which the Foundation may be involved, as the Board of Directors may deem necessary and proper.

#### ARTICLE IV OFFICERS

Section 4.01 Officers. The officers of the Foundation shall be a president, one or more vice presidents, a secretary, and a treasurer, all of whom shall be elected for terms of not longer than three (3) years by the Directors at any annual, regular or special meeting, by a majority of the Directors present, and the officers shall hold office until their successors are elected and qualified. An officer may be eligible for re-election.

Section 4.02 Additional Officers. The Board of Directors may also so choose additional assistant secretaries and assistant treasurers.

Section 4.03 Qualifications. The president and vice-presidents may be members of the Board of Directors, but other officers may or may not be Directors. The position of secretary and treasurer may be united in one person.

Section 4.04 President. The president of the Foundation shall preside at all Directors' meetings. Except where by law the signature of the president is required, the vice-presidents shall possess the same power as the president to sign all certificates, contracts, and other instruments of the Foundation that may be authorized by the Board of Directors.

Section 4.05 Vice-Presidents. The vice-presidents, in the order designated by the Board of Directors, shall exercise the functions and discharge all the duties of the president during the absence or disability of the president. Each vice-president shall also have such powers and discharge such duties as may be assigned from time to time by the Board of Directors.

Section 4.06 Secretary. The secretary shall issue notices for all meetings, except that notice of special meetings of Directors called at the request of two Directors as provided in Section 3.05 of Article III of the By-Laws may be issued by such Directors.

Section 4.07 Minutes. The secretary shall keep minutes of all meetings, shall have charge of the Seal and the Foundation's minute books and shall make such reports and perform other duties as are incident of the office, or as may be lawfully required by the Board of Directors.

Section 4.08 Assistant Secretaries. The assistant secretaries, in order of their seniority, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties as the Board of Directors shall lawfully prescribe.

Section 4.09 Treasurer. The treasurer shall have the custody of all monies and securities of the Foundation and shall draw all checks, except when otherwise directed by the Board of Directors, and shall keep regular books of accounts. The treasurer shall disburse the funds of the Foundation in payment of the just demands against the Foundation or as may be lawfully ordered by the Board of Directors, taking proper vouchers of such disbursements, and shall render to the Board of Directors from time to time as may be required an account of all the transactions as treasurer and of the financial condition of the Foundation. The treasurer shall perform all duties incident to the office or which are lawfully required by the Board of Directors.

Section 4.10 Assistant Treasurers. The assistant treasurers, in order of their seniority, shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties as the Board of Directors shall lawfully prescribe.

Section 4.11 Delegation of Powers. In the case of absence or inability to act of any officer of the Foundation and of any person herein authorized to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, or any Director or other person whom it may select.

Section 4.12 Vacancies. Vacancies in any office arising from any cause may be filled by the Directors at any annual, regular or special meeting where there is a quorum present by majority vote of the Directors attending.

Section 4.13 Removal. The officers of the Foundation shall hold office until their successors are chosen and qualified. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the entire Board of Directors.

Section 4.14 Bonding. The Board of Directors may require any of the officers, custodians or agents to give bond to the Foundation, with sufficient surety or sureties, contingent upon the satisfactory performance of the duties of their respective positions and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE V  
COMMITTEES

Section 5.01 Formation and Composition of Committees. The Board of Directors by resolution may designate one or more committees, each of which shall consist of two or more Directors together with persons who may not be Directors; and such committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Foundation. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law. Other committees not having and exercising the authority of the Board of Directors in the management of the Foundation and not consisting of two or more Directors or of any Directors may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

Section 5.02 Minutes of Committee Meetings. All committees appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Foundation and shall report to the Board of Directors at its next meeting.

ARTICLE VI  
CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 6.01 Contracts. The Board of Directors may authorize any officers or agent or agents of the Foundation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation; and such authority may be general or may be confined to specific instances.

Section 6.02 Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers or agent or agents of the Foundation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the Foundation.

Section 6.03 Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6.04 Gifts. The Board of Directors, in its discretion, may accept on behalf of the Foundation any contribution, gift, bequest, or devise for any purpose of the Foundation.

ARTICLE VII  
BOOKS AND RECORDS

Section 7.01 Books and Records. This Foundation shall keep correct and complete books and records of account, shall also keep minutes of the proceedings of its Board of Directors and committees having and exercising any of the authority of the Board of Directors. All books and records of the Foundation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII  
FISCAL YEAR

Section 8.01 Fiscal Year. The fiscal year of the Foundation shall commence on May 1 and end on April 30 of each year.

ARTICLE IX  
AMENDMENTS

Section 9.01 Amendment of the Articles of Incorporation. The Articles of Incorporation of this Foundation may be amended from time to time by the affirmative vote of a two-thirds majority of the entire Board of Directors if written notice is given of intention to amend at such meeting.

Section 9.02 Amendment of By-Laws. These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by the affirmative vote of a two-thirds majority of the entire Board of Directors if written notice is given on intention to alter, amend, or repeal or to adopt new By-Laws at such meeting.

ARTICLE X  
SEAL

Section 10.01 Seal. The Board of Directors shall adopt a corporate seal, which shall contain the following: The Mountain Brook City Schools Foundation, an Alabama Nonprofit Corporation.

ARTICLE XI  
EXCULPATION OF DIRECTORS

Section 11.01 Exculpation of Directors. No Director shall be liable to anyone for any acts on behalf of the Foundation or any omissions with respect to the Foundation omitted by such Director, except for his own willful neglect or default. 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 willful neglect or default.

ARTICLE XII  
IMMUNITY FOR VOLUNTEERS  
AND INDEMNIFICATION OF DIRECTORS, OFFICERS, ETC.

Section 12.01 Immunity and Indemnification. Pursuant to §10-3A-20-(14) of the Code of Alabama, the Foundation does hereby intend to provide the broadest indemnification to its Directors and officers that is authorized and permitted by law. The Directors, officers, and any of the volunteers performing services for the Foundation shall receive the full benefit of the immunity provided by The Volunteer Service Act, as set forth in §6-5-336 of the Code of Alabama.

(a) In furtherance of the above-stated intent, the Foundation shall indemnify and hold harmless 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, including appeals, by reason of the fact that such person is or was a Director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, officer, employee or agent of another corporation, partnership, joint venture, association, trust or other enterprise, against expenses (including without limitation 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 was 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 interest of the Foundation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) To the extent that a Director, officer, employee or agent of the Foundation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to herein or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including without limitation attorneys' fees) actually and reasonably incurred by him in connection therewith.

(c) Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the Foundation in advance of the final determination, settlement or other disposition of such claim, action, suit or proceeding upon receipt by the Foundation of an agreement by or on behalf of the Director, officer, employee or agent to repay such amount if it shall be determined that such person was not entitled to be indemnified under this section.

(d) The foregoing right of indemnification shall not be exclusive and shall be in addition to any other rights to which the Director, officer, employee or agent may be entitled under any statute, rule of law, agreement or resolution or vote of the Board of Directors.

Amended April 12, 1993

Amended October 29, 2001

Amended December 7, 2006