

**BYLAWS OF
IMPACT 100 Baldwin County**

Article I Name

The name of this corporation not for profit is IMPACT 100 BALDWIN COUNTY

Article II

Members and Meetings of Members

1. **Membership.** The members of the corporation shall be open to all individuals age eighteen (18) and older after payment of any regular or special membership dues fixed by the Board of Directors. Membership shall renew annually after timely payment of any regular or special membership due for the applicable fiscal year.

2. **Rights of Members.** Members of Impact 100 have the exclusive right to hold elected office within the corporation, to vote for the Board of Directors, and to participate in the grant evaluation and selection process, including voting for the grant recipients at the Annual Meeting. Members may be granted other rights by the Board of Directors by policy statements. All rights of membership shall cease on the termination of membership. No member shall have any vested right, interest, or privilege of, in, or to the assets, functions or affairs of the corporation, or any right, interest, or privilege which is transferable or inheritable. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation. (Amended 11/14/2011)

3. **Resignation of Members.** Any member may resign from the corporation by delivering a written resignation to the president or membership secretary of the corporation. A member shall not be entitled to a refund of her annual membership dues upon her resignation or termination of membership.

4. **Annual Meetings.** The annual meeting of the members of the corporation shall be held in November (or in any other month when deemed necessary by the Board of Directors) at such date, time and place as the Board of Directors may determine for the transaction of such business as may properly come before the meeting.

5. **Special Meetings.** Special meetings of the members, other than those regulated by statute, may be called at any time by the president or by vote of the majority of the Board of Directors, and must be called by the president or membership secretary on receipt of the written request of one-half (1/2) of the members of the corporation. Only those items of business set forth in the notice of the special meeting shall be discussed or acted upon at such meeting.

6. **Notice of Meetings.** Notice of any annual or special meeting, stating the time, place, and purpose or purposes thereof, shall be served personally, by electronic mail transmission to the members' e-mail address on record with the corporation by facsimile to the members' fax number on record with the corporation, or by mail upon each member not less than ten

(10) nor more than thirty (30) days before such meeting, and, if mailed, such notice shall be directed to each member at her address as it appears on the books or records of the corporation, unless she shall have filed with the membership secretary of the corporation a written request that notices intended for her be mailed to some other address, in which case notices shall be mailed to the address designated in such request.

7. **Quorum.** At any meeting of members of the corporation, the presence of one-quarter (1/4) of the members shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws.

8. **Voting.** At every meeting of members each member shall be entitled to vote in person or by proxy. Each member of the corporation shall be entitled to one (1) vote. Votes for grant applications shall be by ballot. All elections shall be had and all questions decided by a majority vote of the members present, in person or, by proxy, unless otherwise provided in these Bylaws. Every proxy must be signed by the member or her attorney-in-fact. No proxy shall be valid for more than eleven (11) months from the date of the proxy. Notwithstanding the foregoing, any vote by the members to award an annual grant shall be made by plurality of the votes cast. (Amended 4/2008) (Amended 6/13/2011 – repealed amendment of 4/2008)

9. **Compensation and Expenses.** Members shall not be compensated for services to the corporation; *provided, however*, the Board of Directors shall have power in its discretion to contract for and to pay reasonable compensation to members rendering unusual or special services to or for the corporation in effecting one or more of its purposes.

10. **Dues.** The Board of Directors may from time to time fix regular or special membership dues.

Article III Directors

1. **Election.** The business and property of the corporation shall be managed and controlled by a Board of Directors. Only members of the corporation in good standing shall be eligible for election to the Board of Directors. At a regular meeting of the Board of Directors prior to June of each year, the Board shall determine the size of the incoming class of Directors, and appoint a nominating committee to nominate one (1) person for each place of said class. The nominating committee shall consist of five (5) members, three (3) of which shall be members of the Board not eligible for re-election in that year. The committee shall report to the Board on or before the August meeting and the Board shall confirm the nominations. Notice of such nominations in the form of a ballot shall then be sent to each member of the corporation with instructions that it be returned to a designated individual within fourteen (14) days from the date of sending same. Each member shall have one (1) vote for each place to be filled and such ballot shall provide a place whereby each elector may vote for the nominee of the Board or may write in the name of a person who is otherwise qualified and for whom such elector wishes to cast his ballot for Director. The person receiving the largest number of votes for each place to be filled shall be elected to the Board of Directors to fill such place. (Amended 9/13/2011) (Amended 11/14/2011)

2. **Number.** The number of initial directors of the corporation shall be fourteen (14) but such number may be increased or diminished provided the number shall never be less than seven (7) nor more than twenty-one (21). (Amended 7/11/2011)

3. **Resignation.** Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

4. **Term of Office**

(a). The Board shall be divided into three (3) classes with each class to be composed of a maximum of seven (7) places. The number of directors serving in each class, however, shall never be less than two (2). The term of office of each class shall expire in the year set forth below.

Class 1 in 2009 and every third year thereafter

Class 2 in 2010 and every third year thereafter

Class 3 in 2011 and every third year thereafter

All of the regularly elected or appointed directors constituting any class shall hold office until November 30, of the year of expiration of their class.

(b). The Directors of the corporation shall serve a three (3) year term, with the flexibility to serve additional terms. However, Directors generally will not serve more than two (2) consecutive terms on the Board of Directors, unless for the benefit of the corporation a longer term is approved by the Board of Directors. However, Directors shall be eligible for re-election to the Board one (1) year following the termination of their previous term on the Board.

5. **Vacancies.** Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of directors made by the Board of Directors, may be filled for the unexpired portion of the term by vote of the directors then in office. Any director so elected by the Board of Directors shall hold office until the expiration of the term of the class to which she was appointed. (Amended 11/14/2011)

6. **Annual Meeting.** At the annual meeting of directors, which shall be held prior to the annual meeting of the members, the Board of Directors may meet at a specified location for the purpose of organization, the election of officers, and the transaction of other business.

7. **Special Meetings.** Special meetings of the Board of Directors may be called by the president and must be called by the president on the written request of the majority of the members of the Board of Directors.

8. **Notice of Meeting.** Notice of all directors' meetings, except as herein otherwise provided, shall be given by delivering written notice at least two (2) days before the meeting to the usual business or residence address of the director or by email transmission to the directors' email addresses on record with the corporation, but such notice may be waived by any director. Notice of a directors' meetings is not required if the meeting is held pursuant to a pre-arranged schedule. Any business may be transacted at any regular directors' meeting. At any meeting at which every director shall be present, even though without any notice or waiver thereof, any business may be transacted.

9. **Action Without Meeting.** Action may be taken by the Board of Directors without a meeting if all the members of the Board consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors.

10. **Chair.** At all meetings of the Board of Directors, the president or vice president, or in their absence a chair chosen by the directors present, shall preside.

11. **Quorum.** At all meetings of the Board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws.

12. **Contracts and Services.** The directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation but only if the interested director does not participate in any vote related to the contract.

13. **Compensation.** Directors shall not be compensated for services to the corporation; provided, however, the Board of Directors shall have power in its discretion to contract for and to pay reasonable compensation to directors rendering unusual or exceptional services to or for the corporation in effecting one or more of its purposes.

14. **Duties.** At the annual meeting of members, the Board of Directors shall provide the members with a report regarding the expenditure and disbursement of the members' dues during that fiscal year. The annual report of directors shall be filed with the records of the corporation.

15. **Removal of Directors.** Any director may be removed from office by the affirmative vote of a majority of the members of the Board of Directors. Any such director proposed to be removed shall be entitled to at least ten days' written notice of the meeting at which such removal is to be voted upon and shall be entitled to be heard at such meeting.

16. **Committees.** The Board of Directors of the corporation shall establish committees to conduct corporation business. The Board of Directors shall determine the scope of each committee as the Board considers to be in the corporation's best interest. Each committee shall be chaired by a member of the Board of Directors, although any member may co-chair a committee with a director, with the approval of the Board of Directors.

Article IV

Officers

1. **Number.** The officers of the corporation shall be president, vice- president/president-elect, recording secretary, membership secretary, treasurer, immediate past president, and such other officers with such powers and duties not inconsistent with these by-laws as may be appointed and determined by the Board of Directors. (Amended 9/14/2009)

2. **Election.** The officers shall be elected annually by the Board of Directors from among the Directors. (Amended 10/11/17)

3. **Vacancies.** Any vacancy in the office of president shall be filled immediately by the vice president. In case any other office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first annual meeting of directors next succeeding and until the election and qualification of her successor.

4. **President.** The president shall preside at all meetings of members and of the Board of Directors. She shall have and exercise general charge and supervision of the corporation and shall do and perform such other duties as may be assigned to her by the Board of Directors. She shall serve as an ex-officio member of all committees.

5. **Vice President/President-Elect.** At the request of the president, or in the event of her absence or disability, the vice president shall perform the duties and possess and exercise the powers of president. She shall also advance to the position of president at the conclusion of her term as vice president. She shall serve as an ex-officio member of all committees and to the extent authorized by law, the vice president shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to her by the Board of Directors. (Amended 9/14/2009)

6. **Recording Secretary.** The secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. She shall attend and keep the minutes of all the meetings of the Board of Directors and members of the corporation. She may sign with the president or vice president any contracts or agreements authorized by the Board of Directors in the name and on behalf of the corporation, and when so authorized or ordered by the Board of Directors, she may affix the seal of the corporation. She shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to her by the Board of Directors.

7. **Membership Secretary.** The membership secretary shall keep a record containing the names of all persons who are members of the corporation showing their places of residence, and such book shall be open for inspection as prescribed by law. She shall, in general, perform all the duties incident to the office of membership secretary subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to her by the Board of Directors.

8. **Treasurer.** The treasurer shall have the custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. She may be required to give bond for the faithful performance of her duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper she (or any other officer authorized by the Board of Directors) may endorse on behalf of the corporation for collection checks, notes, and other obligations, and shall deposit the

same to the credit of the corporation at such bank or banks or depository as the Board of Directors may designate. She (or any other officer authorized by the Board of Directors) shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation. She shall enter regularly on the books of the corporation to be kept for the purpose of full and accurate account of all moneys and obligations received and paid or incurred by her for or on account of the corporation, and she shall exhibit such books at any reasonable time or times to any director or member upon reasonable notice at the offices of the corporation. She shall present treasurers report to the Board of Directors at least every quarter. She shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.

9. Immediate Past President: The immediate past president shall serve as an advisor to the president. She shall do and perform such other duties as may be assigned to her by the Board of Directors (Approved 10/12/2009)

10. Removal. Any officer may be removed from office by the affirmative vote of a majority of all the directors at any regular or special meeting called for that purpose. Any officer proposed to be removed shall be entitled to at least ten (10) days' notice in writing and of the meeting of the Board of Directors at which such removal is to be voted upon, and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

11. Executive Committee. The Executive Committee is comprised of the President (committee chair), President-Elect, Recording Secretary, Treasurer and Membership Secretary. When officers serving in dual roles causes there to be an even number of Executive Committee members, the Past President shall also serve to provide for an odd number.

The Executive Committee shall have and may exercise all the authority of the Board of Directors in the management of Impact 100 during intervals between board meetings, except that no action shall conflict with the policies of the Board of Directors or any limitations imposed by law, Impact 100's Articles of Incorporation or these bylaws. A simple majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall keep full records and accounts of its proceedings and transactions and all actions taken by the Executive Committee shall be reported to the Board of Directors at its next meeting. Any action taken by the Executive Committee shall be subject to revision and alteration by the Board of Directors at such meeting, provided that no rights of third persons shall be prejudicially affected thereby. (Section 11 added 10/11/17)

Article V

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the

corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

Article VI Contract

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent 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 a specific instance; and unless so authorized by the Board of Directors, 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 render it liable pecuniarily for any purpose or to any amount.

Article VII Fiscal Year

The fiscal year of the corporation shall commence on the 1st day of December of each year and end on the 30th day of November. The corporation's tax returns shall be filed based on each fiscal year, unless otherwise recommended by the corporation's accountants and approved by the Board of Directors.

Article VIII Investments

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501 (c)(3) or Section 507 of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

Article IX Prohibition Against Sharing in Corporate Earnings

No member, director, officer, or employee of, or member of a committee of, or person connected with the corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to religious, charitable, scientific, public safety testing, literary, or educational organizations which would then qualify under

the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986 and its Regulation? as they now exist or as they may hereafter be amended and which organizations carry on activities the same as or similar to those of the corporation.

Article X Exempt Activities

Notwithstanding any other provision of these Bylaws, no member, director, officer, employee, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Article XI Amendments

1. **Bylaws.** The Board of Directors shall have power to make, alter, or rescind the Bylaws of the corporation by affirmative vote of a majority of the Board at a regular or special meeting of the Board of Directors; *provided, however*, that notice of the proposed action shall be sent to each member at least seven days prior to the vote, either via U.S. Mail or via email

Any director may propose amendments. Proposed amendments shall be submitted in writing. (Amended 11/14/2001)

2. **Articles of Incorporation.** The Articles of Incorporation may be amended in the manner provided by law.

Article XII Miscellaneous

Pronouns. For purposes of these Bylaws the pronouns "she" and "her" are used for convenience only and are intended to represent both males and females.

APPROVED:

Approved January 29, 2008; ratified January 29, 2008

Amendments

Amended April 2008 (Article II, Section 8)

Amended September 14, 2009 (Article IV, Section 1 and Section 5)

Amended October 12, 2009 (Article IV, Section 9)

Amended June 13, 2011 (Article II, Section 8 – repealed the Amendment of 4/2008))

Amended July 11, 2011 (Article III, Section 2)

Amended September 13, 2011 (Article III, Section 1)

Amended November 14, 2011 (Article II, Section 2; Article III, Section 1; Article III, Section 5; Article XI, Section 1)

Amended October 11, 2017 (Article IV, Section 2; Article IV, Section 11)