

**BYLAWS
OF
ALABAMA SCHOOL CONNECTION**

an Alabama Nonprofit Corporation

ARTICLE I - NAME OFFICE, and PURPOSE

Section 1. Name. The name of this Corporation is Alabama School Connection, (hereinafter referred to as the “ASC”).

Section 2. Office. The principal office of the ASC shall be at 3309 Thornton Drive, Hoover, Alabama 35226. The ASC may have such other offices within the State of Alabama, as the Board of Directors may determine from time to time.

Section 3. Registered Office and Registered Agent. The ASC shall maintain a registered office and registered agent in the State of Alabama in accordance with the provisions of Alabama state law.

Section 4. Purpose.

(a) The ASC is organized exclusively for charitable, scientific, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) The ASC is organized more specifically to educate the public through the production of high-quality journalism on a website that the ASC maintains, and which purposes shall in all events be construed to exclusively for charitable, educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) No part of the net earnings of the ASC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the ASC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles of Incorporation. No substantial part of the activities of the ASC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the ASC 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. Notwithstanding any other provision of these Bylaws or the Certificate of Formation, the ASC shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II – MEMBERS

Section 1. Members. The ASC shall have no members.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Board Role. The Board of Directors (hereinafter each individual director hereinafter called a “Director”) is responsible for the overall policy and direction of ASC, and delegates responsibility for day-to-day operations to the ASC Executive Director, officers and Committees.

Section 2. Number and Qualifications. The Board shall have up to eleven (11) and not fewer than three (3) members. The requisite qualifications of a director remain at the sole discretion of the Board.

Section 3. Board Elections. Election of new Directors or election of Directors to a second term will occur as the first item of business at the annual meeting of the ASC. Directors will be nominated by the Nominating Committee as described in Article VII, Section 2, and elected by a majority vote of the Board then in office. Staggered terms may be initiated at the discretion of the Board.

Section 4. Term of Office. Unless otherwise specified in these Bylaws, all terms of office a Director will be for a period of three (3) years. Terms of directors shall be limited to five (5) consecutive terms of three (3) years.

Section 5. Compensation. No Director of the ASC shall receive any compensation, remuneration or other emolument for services rendered as a director of the ASC other than reimbursement of actual expenses incurred in the discharge of duties as such; and no loans shall be made by the ASC to any of its directors.

Section 6. Personnel. The Board of Directors shall hire and fix the compensation of the Executive Director. Procedures for evaluating the Executive Director will be developed and adjusted by the Board in cooperation with the Executive Director.

Section 7. Resignation, Termination, and Absences. Resignation of a Director from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if she or he has three unexcused absences from Board meetings in a year. A Director may be removed for other reasons by a two-thirds vote of the remaining Directors.

Section 8. Vacancies. When a vacancy on the Board exists prior to the end of a Board member’s term, nominations for new members may be received from present Board members. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member’s term.

Section 9. Liability of Directors. The Board of Directors will not be personally liable for debts, liabilities, or other obligations of the ASC to the fullest extent permitted under the Law.

Section 10. Legal Proceedings. The Board of Directors may institute and defend any and all suits or legal proceedings in any court relating to the ASC, employ counsel and compromise or submit to arbitration all matters of dispute in which the ASC may be involved, as the Board of Directors may deem necessary and proper.

ARTICLE IV – MEETINGS

Section 1. Regular Meetings. The Board shall meet annually, on the first Tuesday in the month of March, beginning with the year 2015, at a place agreed upon by the Board. At least one additional Regular Meeting will be held during the year.

Section 2. Notice. A Regular Meeting of the Board requires that each Board member have notice five days in advance of the scheduled meeting.

Section 3. Agenda. The Executive Director shall set the agenda for all matters to be considered at a meeting of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out via electronic or telephone communication by the Secretary to each Director 24 hours in advance.

Section 5. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum of directors is present shall be the act of the Board of Directors, unless the act of a different number is required by statute, the Articles of Incorporation or these Bylaws.

Section 6. Quorum. A quorum of at least 50% in number of members of the Board of Directors must be present before business can be transacted or motions made or passed.

Section 7. Participation via Electronic Means. Directors may participate via conference call or video meeting whereby all persons participating in the meeting can hear each other, and participation in such a meeting in this manner shall constitute attendance and presence in person at the meeting of the Board.

Section 8. Presumption of Assent. A Director who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent in writing to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

.Section 9. Conflict of Interest. Each Director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board. Any director having duality of interest or conflict of interest on any matter shall abstain from voting on the matter but may be counted in determining the quorum for the vote on the matter. In addition he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other directors since his or her knowledge may be of great assistance.

ARTICLE V - OFFICERS AND DUTIES

Section 1. Officers. The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. All said officers shall be directors presently serving on the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person except the office of President. Vice-Presidents will be elected if the number of Directors surpasses three.

Section 2. Election, Term of Office and Removal. The Board of Directors shall annually elect Officers from among the members of the Board, with the Executive Director serving *ex-officio* as Secretary at all times. The election of Officers shall take place during the first meeting of the Board of Directors after the annual meeting of the ASC. Any Officer elected at such annual meeting shall continue in office for the full one (1) year term unless such term is ended by death, resignation or removal.

Section 3. Removal. Any officer may be removed by a vote of a majority of the entire Board of Directors whenever in its judgment the best interests of the ASC will be served thereby.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the ASC. Any written notice shall be effective upon its receipt by the Board of Directors, the President or the Secretary, as the case may be, unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. Any vacancy in any office may be filled by a majority vote of the Board of Directors at any meeting. Any Officer so elected shall hold office until the first meeting of the Board of Directors after the annual meeting of the ASC and the election of his or her successor.

Section 6. The President. The President shall convene regularly scheduled Board meetings, shall preside or arrange for other member so the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer. The President shall have authority to sign any contract or other instrument on behalf of the ASC which the Board has authorized to be executed, except in cases where the signing and execution thereof

shall be expressly delegated by the Board of by the Bylaws to some other officer or agent of the ASC. The President shall perform all other duties as may be prescribed by the Board.

Section 7. The Vice-President. The office of Vice-President exists only when the number of Directors surpasses three. In the absence of the President, whether due to resignation, incapacity or any other cause, or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. The Secretary. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. The Executive Director will serve *ex officio* as Secretary of the Board but will not have voting privilege.

Section 9. The Treasurer. The Treasurer shall (a) have oversight responsibility for all funds and securities of the Corporation; and (b) 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 the Treasurer by the Board of Directors.

Section 10. Other Agents and Employees. The Board of Directors may from time to time appoint such agents and employees as it shall deem necessary, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority and perform such duties, as the Board of Directors may from time to time determine.

Section 11. Compensation. No Officer of the ASC shall receive any compensation, remuneration or other emolument for services rendered as an Officer of the ASC other than reimbursement of actual expenses incurred in the discharge of duties as such; and no loans shall be made by the ASC to any of its Officers.

ARTICLE VI - INDEMNIFICATION, IMMUNITY AND INSURANCE

Section 1. Limitation of Liability. The Members of the Board of Directors and the officers of the ASC shall receive the full benefit of the protection provided by the Alabama Code.

Section 2. Right to Indemnification. The ASC shall indemnify and hold harmless each of its directors and officers appointed pursuant to the Bylaws of the ASC, against all contractual and other liabilities to others arising out of contracts made by or other acts of such directors or officers on behalf of the ASC, or arising out of their status as directors or officers, unless any such contract or act shall have been made fraudulently or with gross negligence or criminal intent. It is intended that the foregoing indemnification shall include indemnification against all costs and expenses (including, but not limited to, counsel fees,

amounts of judgments paid and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or other, in which any such director or officer may be involved by virtue of such persons being or having been such director or officer.

Section 3. Insurance. The ASC may purchase and maintain insurance, at its expense, to protect itself or any person who is or was serving as a director or officer, whether or not the ASC would have the power to indemnify such person against such expense, liability or loss under this article.

ARTICLE VII – COMMITTEES

Section 1. General. The Board may create and dissolve Committees as needed to serve the interests of the ASC. The enumeration of all duties, responsibilities and powers of the Committees shall be developed and approved by the Board for all Committees not specified in these Bylaws. The Board President appoints all Committee Chairs.

Section 2. Nominating Committee. At least ninety (90) days prior to each annual meeting of the ASC, the nominating committee shall meet for purposes of selecting candidates for those directors who are required to be elected at the said annual meeting. In so selecting candidates, the nominating committee shall select candidates who satisfy the qualification requirements set forth in these Bylaws, and such additional requirements as the nominating committee shall from time to time determine. The nominating committee shall develop requirements, designed to give as broad a representation as possible to all interested persons in the director selection process. Within thirty (30) days of the annual meeting, the nominating committee shall make its recommendations on candidates to the Board.

Section 3. Committees. These Bylaws do not create any Standing Committees. The Board has the authority to create Standing Committees as the need develops. The Board also may create ad hoc committees if the need arises. Committee Chairs will be appointed by the President. Committee Chairs will hold the position for one year and are eligible for re-appointment.

ARTICLE VIII - BOOKS AND RECORDS

There shall be kept at the office of the ASC correct books of accounts of the activities and transactions of the ASC, including a minute book, which shall contain a copy of the Articles of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board.

ARTICLE IX - FISCAL YEAR

The fiscal year of the ASC will be January 1st to December 31 of any given year.

ARTICLE X – CHECKS, NOTES, CONTRACTS, LOANS, AND DEPOSITS

Section 1. Checks, Notes, and Contracts. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the ASC. The Chair and Treasurer shall be authorized from time to time on the ASC's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidence of indebtedness, to enter contracts or to execute and deliver other documents and instruments.

Section 2. Loans. No loans shall be contracted on behalf of the ASC and no evidences or indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to a specific instances. This Section shall not be construed as applying to current expenses of the ASC.

Section 3. Gifts and Contributions. The Board of Directors may accept on behalf of the ASC any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the ASC. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Alabama, and any other relevant jurisdiction.

ARTICLE XI – EXECUTIVE DIRECTOR AND STAFF

Section 1. Executive Director. The Executive Director is hired by the Board. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The Board may designate other duties as necessary.

Section 2. Staff. The Executive Director and the Board will work together to determine future staffing needs.

ARTICLE XII - DISSOLUTION

Section 1. Procedure. If it is in the ASC's best interest to wind up its affairs, then the Board of Directors may adopt a resolution to dissolve at a meeting of the Board, which may be either an annual or a special meeting. Written notice shall be given to each Board member entitled to vote at such meeting. A resolution to dissolve shall be adopted upon receiving a vote of two-thirds (2/3) of the entire Board. No proxy votes shall be allowed at a vote to consider the advisability of dissolving the ASC.

Section 2. Statement of Intent to Dissolve. Upon the adoption of the resolution described in Section 1 of this Article XII, a statement of intent to dissolve shall be executed for the ASC by its President or Vice-President, and by its Secretary and verified by one of the officers signing such statement, which statement shall be in accordance with the statutory provisions for filing a statement of intent to dissolve. The statement of intent to dissolve shall then be delivered to the Probate Judge of Jefferson County, Alabama for endorsement and filing.

Section 3. Distribution of Assets. Upon the time of dissolution of the ASC, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of

any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the ASC is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII – AMENDMENTS

Section 1. These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

Section 2. Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the Bylaws so that the bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Adopted this 25th day of June 2014

President

Secretary

Treasurer