



**BYLAWS**  
**OF**  
**PARENT ADVOCATES DOWN SYNDROME, INC.**  
**(An Alabama Nonprofit Corporation)**



**TABLE OF CONTENTS**

---

---

Page

**ARTICLE I  
NAME AND ORGANIZATIONAL STRUCTURE**

Section 1.1 Name ..... 1  
Section 1.2 Organizational Structure ..... 1

**ARTICLE II  
PURPOSES**

Section 2.1 Purposes ..... 1

**ARTICLE III  
NONPROFIT STATUS**

Section 3.1 Organization and Operation ..... 2  
Section 3.2 Limitations on Activities ..... 2  
Section 3.3 Section 501(c)(3) Compliance ..... 2  
Section 3.4 Dissolution ..... 2

**ARTICLE IV  
OFFICES**

Section 4.1 Location ..... 3  
Section 4.2 Change of Location ..... 3

**ARTICLE V  
MEMBERSHIP**

Section 5.1 Members ..... 3  
Section 5.2 Qualifications ..... 3  
Section 5.3 Availability and Duration ..... 4  
Section 5.4 Rights and Privileges ..... 4  
Section 5.5 Termination ..... 4

**ARTICLE VI  
MEETINGS OF THE MEMBERS**

Section 6.1 Meeting Types ..... 4  
Section 6.2 Ordinary Meetings ..... 4  
Section 6.3 Special Meetings ..... 5

Section 6.4	Quorum and Procedure.....	5
-------------	---------------------------	---

**ARTICLE VII  
BOARD OF DIRECTORS**

Section 7.1	General Powers .....	6
Section 7.2	Number and Types of Directors .....	6
Section 7.3	Designation and Powers of Board Leadership.....	6
Section 7.4	Qualifications .....	7
Section 7.5	Duties .....	7
Section 7.6	Honorary Directors.....	7
Section 7.7	Election .....	8
Section 7.8	Nomination Procedure.....	8
Section 7.9	Special Election.....	9
Section 7.10	Term.....	9
Section 7.11	Resignation and Removal.....	9
Section 7.12	Chair of the Board .....	9
Section 7.13	Vice-Chair of the Board .....	10
Section 7.14	Vacancies.....	10
Section 7.15	Quorum and Procedure.....	10
Section 7.16	Regulations .....	11
Section 7.17	Ordinary Board Meetings .....	11
Section 7.18	Special Board Meetings.....	11
Section 7.19	Compensation of Directors.....	12
Section 7.20	Action Without Meeting.....	12
Section 7.21	Disclosure of Interest.....	13
Section 7.22	Nonliability of Directors.....	13
Section 7.23	Transfer of Office .....	13
Section 7.24	Liability Insurance.....	13

**ARTICLE VIII OFFICERS**

Section 8.1	Designation of Officers .....	13
Section 8.2	Designation of Subordinate Officer .....	13
Section 8.3	Qualifications .....	13
Section 8.4	Election .....	14
Section 8.5	Nomination Procedure.....	14
Section 8.6	Special Election.....	14
Section 8.7	Term .....	14
Section 8.8	Subordinate Officers, Agents and Employees.....	15
Section 8.9	Resignation and Removal.....	15
Section 8.10	President .....	15
Section 8.11	First Vice-President.....	16
Section 8.12	Second Vice-President.....	16
Section 8.13	Secretary .....	18
Section 8.14	Treasurer.....	19

Section 8.15 Transfer of Office ..... 21  
Section 8.16 Assistant Treasurer ..... 21  
Section 8.17 Co-Officers ..... 21  
Section 8.18 Bond..... 22

**ARTICLE IX  
COMMITTEES**

Section 9.1 Member Committees ..... 22  
Section 9.2 Board Committees ..... 22  
Section 9.3 Term of Office..... 21  
Section 9.4 Committee Leadership ..... 21  
Section 9.5 Vacancies ..... 22  
Section 9.6 Quorum..... 22  
Section 9.7 Rules..... 22  
Section 9.8 Resignation and Removal..... 22  
Section 9.9 Non-Member Committee Participants ..... 22  
Section 9.10 Financial Expenditures and Budgeting..... 22

**ARTICLE X  
INDEMNIFICATION**

Section 10.1 Indemnification..... 23

**ARTICLE XI  
MISCELLANEOUS PROVISIONS**

Section 11.1 Fiscal Year ..... 23  
Section 11.2 Sufficient Notice..... 23  
Section 11.3 Waiver of Notice ..... 24  
Section 11.4 Execution of Instruments, Contracts, Etc ..... 24  
Section 11.5 Authorized Signatures and Addresses on Financial Accounts ..... 25  
Section 11.6 Change of Official Address and Registered Agent ..... 25  
Section 11.7 Open Records and Meetings..... 25  
Section 11.8 Actions on Behalf of PADS..... 25  
Section 11.9 Extraordinary Circumstances or Events ..... 26

**ARTICLE XII  
AMENDMENTS**

Section 12.1 By Two-Thirds Vote of Members ..... 26

**ARTICLE XIII  
EFFECT OF THESE BYLAWS**

Section 13.1 Repeal of Former Bylaws ..... 26



**BYLAWS**  
**OF**  
**PARENT ADVOCATES DOWN SYNDROME, INC.**

---

---

**ARTICLE I**  
**NAME AND ORGANIZATIONAL STRUCTURE**

Section 1.1 Name. The name of this Alabama nonprofit corporation is "Parent Advocates Down Syndrome, Inc." (referred to in these Bylaws as "PADS").

Section 1.2 Organizational Structure. PADS shall be governed by a board of eleven (11) directors (collectively referred to in these Bylaws as the "Board" and each individually referred to in these Bylaws as "Director"), five (5) officers and one (1) permanent subordinate officer (collectively referred to in these Bylaws as the "Officers"), and an unlimited number of members (collectively referred to in these Bylaws as the "Members"). The interrelationship between the Board, the Officers, and the Members shall be fully controlled by the provisions of these Bylaws.

**ARTICLE II**  
**PURPOSES**

Section 2.1 Purposes. The specific purposes of PADS (collectively referred to herein as the "purposes of PADS") are: (1) to provide an understanding of Down syndrome through the dissemination of information to professionals, parents, and others interested in Down syndrome; (2) to provide non-professional counseling, collective strength, and advocacy to parents and relatives of children with Down syndrome; (3) to provide opportunities for fellowship and interaction among those interested in Down syndrome; (4) to increase awareness and acceptance of people with Down syndrome; and (5) to protect and promote the rights of people with Down syndrome.

### ARTICLE III NONPROFIT STATUS

Section 3.1 Organization and Operation. PADS is not organized for and shall not be operated for pecuniary gain or profit. PADS shall never be authorized to engage in the regular business of the kind ordinarily carried on for profit or in any other activity except in furtherance of the stated purposes for which PADS is organized. No PADS property and no part of PADS' net earnings shall inure to the benefit of any Officer, Member, Director, or any private individual, except in the event that the Board authorizes the payment of reasonable compensation for services rendered.

Section 3.2 Limitations on Activities. No substantial part of the activities of PADS shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation (except as provided by Section 501(h) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law), and PADS 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.

Section 3.3 Section 501(c)(3) Compliance. Notwithstanding any provision of these bylaws, PADS shall not carry on any activities or have any powers not allowed for a corporation that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law.

Section 3.4 Dissolution. In the event of the dissolution of PADS, the Board shall, after paying or making provisions for the payment of all liabilities of PADS, either: (1) dispose of all assets of PADS exclusively in such a manner that furthers the purposes of PADS; or (2) transfer all assets of PADS to an entity or entities that have purposes similar to the purposes of PADS and are qualified as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States Internal Revenue Law.

## **ARTICLE IV OFFICES**

Section 4.1 Location. The address of PADS' registered office in the State of Alabama and the name of the registered agent at such address shall be as specified in the Articles of Incorporation or, if subsequently changed, as specified in the most recent Statement of Change filed pursuant to Section 10-3A-24 of the Alabama Nonprofit Corporation Act. PADS may also have other offices at such places within or without the State of Alabama as the Board may from time to time designate or the business of PADS may require.

Section 4.2 Change of Location. In the manner set forth in Section 10-3A-24 of the Alabama Nonprofit Corporation Act, the Board or the registered agent may change the address of PADS registered office in the State of Alabama and the Board may change the designation of the registered agent.

## **ARTICLE V MEMBERSHIP**

Section 5.1 Members. All persons listed on Exhibit A to these bylaws are PADS members and shall have the rights and voting privileges provided in these bylaws; these members shall remain members until their membership is terminated. In addition, any other individual who fulfils the requirements of Section 5.2 of these Bylaws shall become a PADS member with full membership rights and voting privileges. PADS shall maintain a membership roster and shall record thereon the acceptance and termination of memberships.

Section 5.2 Qualifications. Any person or persons who wish to contribute to the purposes of PADS shall, upon completion of a PADS membership registration form and written confirmation from the PADS Secretary of its receipt, become PADS members with full membership rights and voting privileges, subject only to the 60-day delay provided in Section 5.4 of these Bylaws. Membership shall be open to all persons regardless of race, creed, age, sex, disability, or national origin.

Section 5.3 Availability and Duration. Subject to the provisions of Section 5.2 of these Bylaws, persons may be admitted to membership at any time. Once admitted, Members shall retain their membership for life or until their membership is terminated.

Section 5.4 Rights and Privileges. Each Member shall be entitled to: (1) notice of all membership meetings; (2) one vote at membership meetings either personally or by limited proxy; and (3) to such PADS information as the Board may determine consistent with these bylaws. However, in order to vote at a membership meeting, a person must have been a Member for 60 days. Members may vote by limited proxy only by having another Member submit an official PADS ballot signed by the voter at any membership meeting where a membership vote is taken. Members may not assign their right to vote to any other individual.

Section 5.5 Termination. Any Member may request membership termination in writing with the Secretary, and such termination shall become effective upon the Secretary's receipt of the written request. Additionally, if the Board determines that a Member's continued association with PADS is detrimental to the reputation of PADS or the achievement of PADS' purposes, the Board may terminate the membership immediately and without notice. In the event of membership termination by the Board, the Board shall advise the Member of the termination and shall have complete discretion to give or not to give reasons for the membership termination.

## ARTICLE VI

### MEETINGS OF THE MEMBERS

Section 6.1 Meeting Types. There shall be two types of meetings of the Members: (1) ordinary Members meetings; and (2) special Members meetings. Ordinary Members meetings shall occur no fewer than two (2) times per year and no more than twelve (12) times per year. Special Members meetings may occur as needed.

Section 6.2 Ordinary Meetings. Ordinary Members meetings may only be called by the President or the President's designee and shall be held at a place and time to be determined by the

President or the President's designee. Fourteen (14) days notice of an ordinary Members meeting shall be the minimum requirement of notice. The President or the President's designee shall set the agenda for all ordinary Members meetings, and if the meeting agenda includes a vote to elect any Officers, a vote to elect any Directors, or a vote to amend these Bylaws, the President or the President's designee shall include the meeting agenda with the meeting notice.

Section 6.3 Special Meetings. Special Members meetings may be called by the President, the Chair of the Board, or any two members of the Board, and shall be held at a reasonable time and place to be determined by the person or persons who call the meeting. In addition, upon receipt of a written request signed by at least twenty-five (25) Members entitled to vote, the President or the President's designee shall call a special meeting to be held at the requested time and place; such a request must include the reason for the special Members meeting, a proposed agenda, and a listing of the motions intended to be submitted at the special meeting. Five (5) days notice of a special Members meeting shall be the minimum requirement of notice. The person or persons who call the special meeting shall set its agenda and shall include the meeting agenda with the meeting notice, except that if the meeting is requested by Members as provided above, the President or the President's designee shall include on the official meeting agenda all items listed on the proposed agenda. Notices and agendas for special meetings must state the reason for the special meeting and the motions intended to be submitted at the special meeting.

Section 6.4 Quorum and Procedure. A quorum for the transaction of business at ordinary and special meetings shall be twenty (20) Members with full voting rights and privileges. Ordinary and special meetings may proceed according to the discretion of the person or persons who rightfully call the meeting, but if any dispute arises concerning the procedure for conducting the meeting, the procedures outlined in *Robert's Rules of Order Newly Revised* shall be followed except when in specific conflict with these Bylaws, in which case, the conflicting provision of these Bylaws shall control.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

Section 7.1 General Powers. The Board shall manage or direct the property, business, and affairs of PADS. The Board may exercise all powers of PADS and has the authority to do anything permitted by law, the Articles of Incorporation, and these Bylaws.

Section 7.2 Number and Types of Directors. The Board shall consist of eleven (11) Directors, one from each of the following types: (1) current President; (2) immediate past President; (3) self-advocate; (4) accountant or other financial professional; (5) attorney; (6) physician or other medical professional; (7) education professional; (8) community activist; (9) celebrity or political figure; (10) undesignated Member or non-Member; and (11) undesignated Member or non-Member. The number and types of Directors which shall constitute the whole Board may be changed by amendment of these Bylaws. In the event that certain of the forgoing types of Directors are unavailable for candidacy for any reason, including, but not limited to, the expiration of term limits contained in these Bylaws, the resignation or removal of the immediate past President, or the inability of the nominating committee to secure nominations of Directors of the forgoing types, the vacant Board position shall be open to all candidates who meet the qualifications contained in Section 7.4 of these Bylaws.

Section 7.3 Designation and Powers of Board Leadership. Of the eleven PADS Directors, one shall be the Chair of the Board and one shall be Vice-Chair of the Board. At the last Board meeting of each fiscal year, the Board shall vote to select a Chair and Vice-Chair of the Board for the upcoming year. Each Chair and Vice-Chair of the Board shall serve as Chair and Vice-Chair from January 1 to December 31 of the year for which they were elected to serve except in the event that either or both are no longer able to serve due to the expiration of their term(s), resignation, or removal. In the event that a Director serving as Chair or Vice-Chair of the Board can no longer serve for any reason as Chair or Vice-Chair, the Board shall vote at its next meeting to select a Director to fill the Chair or Vice-Chair vacancy.

Section 7.4 Qualifications. Directors shall be natural persons who have reached the age of majority under the laws of the State of Alabama. Each Director shall be committed to PADS' purposes and shall commit to adhere fully to these Bylaws at all times. No individual shall fill more than one Director's seat on the Board, and, except for the President, no Officer may simultaneously serve as a Director. No more than seven (7) PADS members may simultaneously serve on the Board.

Section 7.5 Duties. The Board shall have the following duties:

- (a) Perform any and all duties imposed upon them collectively or individually by law, the Articles of Incorporation, and these Bylaws;
- (b) Set policies governing the achievement of PADS' purposes and supervise these policies' implementation;
- (c) Except as otherwise provided in these Bylaws, appoint and remove, employ and discharge, and prescribe the duties and determine the compensation, if any, of all PADS Officers, agents, and employees;
- (d) Supervise all PADS Officers, agents, and employees;
- (e) Meet at the times and places required by these Bylaws; and
- (f) Register their postal addresses, electronic addresses, if any, and phone and fax numbers with the PADS Secretary and accept all notices referenced in these Bylaws by U.S. Mail or electronic transmission at such addresses or numbers.

Section 7.6 Honorary Directors. The Board or any Member may from time to time nominate individuals who exemplify PADS' purposes to serve as Honorary Directors. Upon such a nomination and upon the nominee's willingness to serve as an Honorary Director, the Board may then at its discretion, through the regular or special election process outlined in these Bylaws, place the nominee up for election. Honorary Directors may be elected at any time and shall be subject to the same term limitation as regular Directors. Honorary Directors shall have the right to attend PADS Board or Membership Meetings in an advisory capacity but shall not be required to assume or fulfill the duties and responsibilities set forth in Section 7.4 of these Bylaws and shall not have Board voting rights. In no event may more than six (6) Honorary Directors serve at the same time.

Section 7.7 Election. The Board shall schedule an election to occur in December of each year. The Board shall give notice of the election date, time, and site to all Members at least thirty (30) days prior to the scheduled election. At this scheduled election, the nominating committee shall report the nominee or nominees for each Board position to be filled. Members shall then elect individuals to fill all vacant or expired Board positions. Voting at the election shall be by written ballot. The newly-elected Directors shall take office on January 1 following the election. Failure to fill a Board position shall not dissolve PADS. All Directors' positions shall be up for election every two years except that the current President and immediate past President Board positions shall not be part of the Director election process unless the current President or immediate past President are unavailable for candidacy for any reason. Subject to all provisions of these Bylaws, at the end of each President's term of office, he or she shall automatically become a Director to serve for one (1) year in the immediate past President Director position, and upon the election of the President, he or she shall automatically become a Director to serve for one (1) year in the current President Director position.

Section 7.8 Nomination Procedure. At least forty-five (45) days prior to the Board-scheduled yearly election, the Board shall appoint a nominating committee to solicit individuals to run as candidates for vacant or expired Officer and Board positions. The nominating committee shall set a cut-off date for self-nominations and, following the expiration of that date, shall publish its slate of Officer or Board nominees (including self-nominees) simultaneously with the notice of the Members meeting at which the Officer or Board elections will occur. The Board shall set and post or distribute to all Members election and nomination rules and procedures, subject to the following:

- (a) All Officer and Board positions must be open to any Member who wishes to run for office;
- (b) Any member may run for office by confidential self-nomination pursuant to time deadlines and procedures set by the Board for such nominations; and
- (c) No Director, Officer, or nominating committee member shall differentiate in any way on election ballots or otherwise between self-nominated candidates and candidates who did not become candidates by self-nomination.

Section 7.9 Special Election. In the event that Director vacancies occur, the Board shall schedule at any time a special election pursuant to the provisions of these Bylaws governing election of Directors and nomination procedures. Each Director elected by special election shall hold office for the remaining term of the Board seat to which he or she is elected and in accordance with Sections 7.7 and 7.14 of these Bylaws.

Section 7.10 Term. Except for the current President and immediate past President Director positions, each Director shall serve for a two (2) year term, shall serve until the expiration of his or her term or until such Director's successor is duly elected and qualified, and shall serve no more than three (3) consecutive terms. Each President and immediate past President Director positions shall have one (1) year terms, neither of which shall be considered as part of the three (3) consecutive terms limit.

Section 7.11 Resignation and Removal. Any Director may resign at any time by written notice to the Board, the President, or the Secretary. The resignation of any Director shall take effect upon its receipt or at such later time as the resignation may specify, and unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed, with or without cause, by vote of two-thirds (2/3) of the Members at any regular meeting or at a special meeting called for that purpose, provided that notice has been given as specified in Sections 6.2 and 6.3 of these Bylaws. For purposes of these Bylaws, a Director's term shall be deemed to have expired upon the Director's resignation, removal, incapacity, or other inability to perform the Director's duties.

Section 7.12 Chair of the Board. The Chair of the Board shall have all powers and duties usually incident to the position of Chair of the Board. These powers and duties shall include, but are not limited to, the following:

- (a) the power and duty to preside at all Board meetings at which he or she is present;
- (b) the power to sit ex officio, at his or her discretion, as a member of all committees of the Members or the Board;

(c) the power and duty to follow these Bylaws, all resolutions of the Board, and all policies, procedures, rules, and regulations governing PADS;

(d) the power and duty to execute in the name of PADS such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board;

(e) the power to name and define all Board committees and the power to appoint the chair of each Board committee; and

(f) any other powers or duties as the Board may assign to him or her.

Section 7.13 Vice-Chair of the Board. The Vice-Chair of the Board shall become Chair of the Board if, during the Vice-Chair's term of office, the Chair of the Board's term expires. The Vice-Chair of the Board shall generally assist the Chair of the Board in such manner as the Chair of the Board shall direct and shall be responsible for following and promoting the policies and objectives established by the Board. The Vice-Chair of the Board shall have all powers and duties usually incident to the position of Vice-Chair, except as specifically limited by a resolution of the Board. These powers and duties shall include all duties or powers as may be assigned from time to time by the Board or the Chair of the Board.

Section 7.14 Vacancies. In the event that vacancies occur on the Board, due to an increase in the number of directors, the resignation or removal of a Director, or otherwise, the Chair of the Board shall call a special membership meeting for the election of a replacement Director. Any replacement-Director's term of office shall not exceed the remaining term of his predecessor. A Director may vote in the election of the Director's successor, and a Director may succeed himself or herself in office. Any directorship to be filled because of an increase in the number of Directors shall be filled by election at the scheduled December election or at a special meeting called for that purpose.

Section 7.15 Quorum and Procedure. A majority of the total number of Directors fixed by these Bylaws shall form a quorum for the transaction of business. Directors must be present in person to be considered for quorum purposes. Ordinary and Special Board meetings may proceed according to the discretion of the person or persons who rightfully call the meeting, but if any

dispute arises concerning the procedure for conducting the meeting, the procedures outlined in *Robert's Rules of Order Newly Revised* shall be followed except when in specific conflict with these Bylaws, in which case, the conflicting provision of these Bylaws shall control. Motions arising at all Board meetings shall be decided by a majority of votes, unless the Articles of Incorporation or these Bylaws require a vote of a greater number, and, in the case of an equality of votes, the Chair of the Board shall cast the deciding vote. In the absence of a quorum, a majority of the Directors present may adjourn the meeting until a quorum is present.

Section 7.16 Regulations. The Board may adopt rules and regulations for the conduct of the business and management of PADS, not inconsistent with law, the Articles of Incorporation, or these Bylaws. The Board may hold its meetings and cause PADS' books and records to be kept wherever the Board deems appropriate, not inconsistent with these Bylaws. Any Director, or any member of any committee designated by the Board, shall, in the performance of such Director's duties, be fully protected in relying in good faith upon the books of account or reports made to PADS by any of the Officers, by an independent certified public accountant, or by an appraiser selected with reasonable care by the Board or any committee of the Board, or in relying in good faith upon other PADS records.

Section 7.17 Ordinary Board Meetings. The Board shall hold at least two (2) Ordinary Board Meetings each calendar year. These meetings may only be called by the Chair of the Board or the Chair of the Board's Director-designee and shall be held at a place and time to be determined by the Chair of the Board or the Chair of the Board's Director-designee. Fourteen (14) days notice of an ordinary board meeting shall be the minimum requirement of notice. The Chair of the Board or the Chair of the Board's Director-designee shall set the agenda for all ordinary board meetings, and include the meeting agenda with notice of each meeting. Except as otherwise provided by law, any business may be transacted at any ordinary board meeting.

Section 7.18 Special Board Meetings. Special board meetings may be called by the Chair of the Board, the President, or any two Directors, and shall be held at a time and place to be determined by the person or persons who call the meeting. In addition, upon receipt of a written request signed by at least twenty-five (25) Members entitled to vote (the "petitioning Members"), the

Chair of the Board or the Chair of the Board's Director-designee shall call a special meeting to be held at the requested time and place, subject to the notice provisions contained in this Section. Such a request must include the reason for the special board meeting, a proposed agenda, and a listing of the recommendations intended to be submitted from the petitioning Members to the Board at the special board meeting. The petitioning Members may submit to all Directors an unlimited number of written proposals which the Board shall take into consideration before acting upon the issues raised by the petitioning Members. If requested by the petitioning Members, the Chair of the Board shall allow up to two (2) Member-representatives designated by the petitioning Members to give oral presentations to the Board. Five (5) days notice of any special board meeting shall be the minimum requirement of notice. The notice and agenda for the special board meeting shall state the reason for and the topics to be considered at the special board meeting. In the event that the special board meeting is the result of petitioning Members' request, each petitioning Member shall receive the same notice of the special board meeting as the Directors. Also, if the special board meeting is the result of Member petitioning and a quorum is not present at the special board meeting, the Chair of the Board shall recall the special board meeting every fourteen (14) days until a quorum is present and shall make every reasonable attempt to schedule the special board meeting at a time and place when a quorum is most likely. Except as otherwise provided by law, any business may be transacted at any special board meeting.

Section 7.19 Compensation of Directors. Directors shall not receive compensation for their services as Directors, although they may be reimbursed for the amount of any actual expenses approved by the Board and incurred by them in the performance of their duties as Directors.

Section 7.20 Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all Directors or Board committee members, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or such Board committee.

Section 7.21 Disclosure of Interest. Any Director who is directly or indirectly interested in a proposed contract or transaction with PADS, for activities distinct from their Board duties, shall disclose fully and promptly the nature and extent of his or her interest to the Board.

Section 7.22 Nonliability of Directors. No PADS Director shall be personally liable for the debts, liabilities, or other obligations of PADS.

Section 7.23 Transfer of Office. Upon the expiration of each Director's term of office, each Director shall turn over to the newly elected Chair of the Board, without delay, all records, books, and other materials pertaining to the Director's expired position. Within seven (7) days following the former Chair of the Board's expired term, the former Chair of the Board shall remove his or her name and address from all signature cards or other records of authorization related to PADS funds and shall have substituted in place of those signatures and authorizations, the name and address of the newly elected Chair of the Board.

Section 7.24 Liability Insurance. Except as otherwise provided by law, the Board may authorize the purchase and maintenance of liability insurance on behalf of any agent, including Directors, Officers, employees, or other agents of PADS.

## **ARTICLE VIII OFFICERS**

Section 8.1 Designation of Officers. The principal Officers of PADS shall consist of: (1) President; (2) First Vice-President; (3) Second Vice-President; (4) Secretary; and (5) Treasurer.

Section 8.2 Designation of Subordinate Officer. In addition to and notwithstanding Section 8.8 of these Bylaws, PADS shall have as one of its Subordinate Officers an Assistant Treasurer.

Section 8.3 Qualifications. All Officers shall be natural persons who have reached the age of majority under the laws of the State of Alabama and shall be PADS Members. Each Officer shall

be committed to PADS' purposes and shall commit to adhere fully to these Bylaws at all times. No individual may fill more than one Officer position, and, except for the President, no Director may simultaneously serve as an Officer. To qualify for the Treasurer or Assistant Treasurer position, the Member must not be the spouse of the Chair of the Board or the President nominees; in no event may the Treasurer or Assistant Treasurer be the spouse of the Chair of the Board or the President. To qualify for candidacy for the offices of President or First Vice-President, the Member must have been a Member for at least one (1) year prior to the election.

Section 8.4 Election. The Board shall schedule an election to occur in December of each year. The Board shall give notice of the election date, time, and site to all Members at least thirty (30) days prior to the scheduled election. At the scheduled election, the nominating committee shall report the nominee or nominees for each office, and the Members shall then elect individuals to fill all Officer positions. Voting at each election shall be by written ballot. Except for the Treasurer and Assistant Treasurer, the newly-elected Officers shall take office on January 1 following the election in which they were elected. The Treasurer and Assistant Treasurer shall take office on February 1 following the election in which they were elected. Failure to fill an Officer position shall not dissolve PADS.

Section 8.5 Nomination Procedure. Members shall be nominated for Officer positions pursuant to the provisions of Section 7.8 of these Bylaws.

Section 8.6 Special Election. In the event that Officer vacancies occur or in the event that the Board creates a new Officer position and desires to fill this position before the start of the next calendar year, the Board shall conduct a special election pursuant to the provisions of these Bylaws governing election of Officers and nomination procedures, except that the Board may schedule the election at any time provided that all other nomination procedures contained in these Bylaws are followed.

Section 8.7 Term. Each Officer shall serve for a one (1) year term, shall serve until the expiration of his or her term or until such Officer's successor is duly elected and qualified, and shall serve for no more than three (3) consecutive terms.

Section 8.8 Subordinate Officers, Agents and Employees. In addition to its principal Officers and the Subordinate Officer position of Assistant Treasurer, PADS may have such other subordinate officers, agents and employees as the Board may deem advisable, each of whom shall hold office for such period and have such authority and perform such duties as the Board, the President, or any Officer designated by the Board, may from time to time determine. The Board at any time may appoint and remove, or may delegate to any Officer the power to appoint and to remove, any subordinate officer, agent, or employee of PADS.

Section 8.9 Resignation and Removal. Any Officer may resign at any time by written notice to the Board. The resignation of the resigning Officer shall take effect upon its receipt or at such later time as the resignation may specify, and unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed, with or without cause, by resolution adopted by a majority of the Directors then in office at any ordinary or special meeting of the Board or by a written consent signed by all of the Directors then in office, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed. For purposes of these Bylaws, an Officer's term shall be deemed to have expired upon the Officer's resignation, removal, incapacity, or other inability to perform the Officer's duties.

Section 8.10 President. The President shall be the chief executive officer of PADS and shall have general supervision over the business and affairs of PADS and shall be responsible for carrying out the policies and objectives established by the Board. The President shall have all powers and duties usually incident to the office of the President, except as specifically limited by a resolution of the Board. These powers and duties shall include, but are not limited to, the following:

- (a) the power and duty to preside at all Members meetings at which he or she is present;
- (b) the power to sit ex officio, at his or her discretion, as a member of all committees of the Members or the Board;
- (c) the power and duty to follow these Bylaws, all resolutions of the Board, and all policies, procedures, rules, and regulations governing PADS;

- (d) the power and duty to act as the official representative of PADS;
- (e) the duty to present for the Board's approval an annual strategic plan and an annual operating budget;
- (f) the power and duty to review and approve or disapprove expenditure requests;
- (g) the power and duty to monitor and manage the financial accounts of PADS to ensure that they are handled in accordance with these Bylaws or any resolution of the Board;
- (h) the power and duty to execute in the name of PADS such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board;
- (i) the power to name and define all Member committees and the power to appoint the chair of each Member committee; and
- (j) any other powers or duties as the Board may assign to him or her.

Section 8.11 First Vice-President. The First Vice-President shall be President-elect and shall become President upon completion of his or her term of office or upon the expiration of the President's term of office. The First Vice-President shall generally assist the President in such manner as the President shall direct and shall be responsible for following and promoting the policies and objectives established by the Board. The First Vice-President shall have all powers and duties usually incident to the office of First Vice-President, except as specifically limited by a resolution of the Board. These powers and duties shall include, but are not limited to, coordination and oversight of all PADS fundraising activities, coordination and oversight of all membership information and registration activities, coordination and oversight of all PADS outreach and education activities, and all such other duties or powers as may be assigned from time to time by the Board or the President.

Section 8.12 Second Vice-President. The Second Vice-President shall generally assist the President in such manner as the President shall direct and shall be responsible for following and promoting the policies and objectives established by the Board. The Second Vice-President shall serve in the capacity of First Vice-President in the absence of the First Vice-President, and in the

absence of both the First Vice-President and the President, the Second Vice-President shall serve in the capacity of President. The Second Vice-President shall have all powers and duties usually incident to the office of Second Vice-President, except as specifically limited by a resolution of the Board. These powers and duties shall include, but are not limited to, coordination and oversight of all PADS programming activities, coordination and oversight of all PADS social activities, coordination and oversight of all PADS public awareness activities, and all such other duties or powers as may be assigned from time to time by the Board or the President.

Section 8.13 Secretary. The Secretary shall assist the President in such manner as the President shall direct and shall have all powers and duties usually incident to the office of Secretary, except as specifically limited by a resolution of the Board. These powers and duties shall include, but are not limited to, the following:

(a) the duty and power to act as recorder, or to designate someone to act as recorder of all meetings of the Board, the Members, and any committees and record the time and the place of the meeting, whether the meeting was ordinary or special, how the meeting was called, how notice of the meeting was given, the names of those present at the meeting, and all of the proceedings of the meeting;

(b) the duty to keep a book of minutes of all Board, Member, and committee meetings, and, upon request, furnish copies of any minutes of any meeting to any Member within fourteen (14) days of receipt of the Member's request;

(c) the duty to record, keep, and maintain a membership book containing the names, addresses, phone numbers, and other identifying information of all members, and in the event that any membership is terminated, the duty to record such fact in the membership book together with the date on which such membership ceased;

(d) the duty to record, keep, and maintain a roster of present and past Officers and Directors containing the names, addresses, phone numbers, and other identifying information of all present and past Officers and Directors, and in the event that any Officer or director's term expires before completion, the duty to record such fact in the roster together with the date on which such term expired;

(e) the duty to certify and keep the original, or copy, of: (1) these Bylaws as amended or otherwise altered to date; (2) PADS' Articles of Incorporation; and (3) any other PADS' records as requested by the Board or the President;

(f) the duty to make available for inspection at all reasonable times to any Director, or his or her agent or attorney, the PADS Bylaws, book of minutes, roster of Officers and Directors, and membership book;

(g) the duty and power to supervise the giving and services of all notices required by these Bylaws;

(h) the duty and power to supervise the care and custody of the records of PADS related to the duties of the Office of Secretary;

(i) the duty and power to conduct, at the President's direction, the correspondence of PADS, including the communications sent to the Members by and from PADS;

(j) the duty to inform persons and entities that correspond with PADS of any change in the official address of PADS that may occur from time to time; and

(k) such other duties or powers as may be assigned from time to time by the Board or the President.

Section 8.14 Treasurer. The Treasurer shall assist the President in such manner as the President shall direct and shall have all powers and duties usually incident to the office of Treasurer, except as specifically limited by a resolution of the Board. These powers and duties shall include, but are not limited to, the following:

(a) the duty and power to supervise the care and custody of all PADS' funds, receipts, and disbursements;

(b) the duty to deposit in the name of PADS within fifteen (15) days of receipt any PADS funds in such banks or other depositories as the Board may designate;

(c) the duty and power to supervise the maintenance and custody of the accounting operations of the PADS, including the keeping of accurate accounts of all receipts and disbursements and all other financial transactions;

(d) the duty to prepare and distribute quarterly to the Board a financial report detailing receipts and disbursements that occurred since the last preceding

quarterly report and detailing the balances as of the date of the report of all PADS financial accounts;

(e) the duty to prepare and distribute to the Board in December an annual financial report detailing all receipts and disbursements that occurred during the Treasurer's term of office and the balances as of the date of the report of all PADS financial accounts;

(f) the duty and power to create and distribute, at the President's direction, contribution receipts to PADS donors;

(g) the duty and power to supervise the care and custody of the records of PADS related to the duties of the office of Treasurer;

(h) the duty to make available for inspection at all reasonable times to any Director, or his or her agent or attorney, all of the financial records of PADS;

(i) the duty to record, keep, and maintain a roster of present and past PADS donors containing the names, addresses, phone numbers, and other available identifying information of all PADS donors and which shall include the dates and amounts all donations given by each donor;

(j) the duty to pay all outstanding invoices and approved expense reimbursement requests within fifteen (15) days of receipt;

(k) the duty to acquire the signature of the President or the Chair of the Board on all checks, drafts, notes, or other instruments of indebtedness related to PADS that are outside of any Board-approved operating budget or that exceed the amount of \$300.00; and

(l) such other duties or powers as may be assigned from time to time by the Board or the President.

Section 8.15 Transfer of Office. Upon the expiration of each Officer's term of office, each Officer shall turn over to the newly elected President, without delay, all records, books, and other materials pertaining to the office expired. The President shall then distribute such materials to the newly elected Officers to which they relate. Within seven (7) days following the President and Treasurer's expired terms, the former Treasurer and President shall remove their names and addresses from all signature cards or other records of authorization related to PADS funds and shall

have substituted in place of those signatures and authorizations, the names and addresses of the newly elected Treasurer and President.

Section 8.16 Assistant Treasurer. The Assistant Treasurer shall generally assist the Treasurer in such manner as the Treasurer or the President shall direct and shall be responsible for following and promoting the policies and objectives established by the Board. The Assistant Treasurer shall have all powers and duties usually incident to the office of Assistant Treasurer, except as specifically limited by the President or by a resolution of the Board, and any additional duties as may be assigned from time to time by the Board or the President.

Section 8.17 Co-Officers. Unless the Board determines otherwise, any elected Officer position may be filled by two persons who both agree and commit to perform jointly and equally the duties and exercise jointly and equally the powers incident to the Officer position to which they are elected, as long as each Co-Officer was duly nominated and elected pursuant to the provisions of these Bylaws. In the event that an Officer's vote is required by these Bylaws or otherwise, one vote shall be designated to the shared Office, and the Co-Officers shall jointly exercise the single vote; if the Co-Officers cannot agree on a single vote, no vote shall be cast for the applicable Officer position.

Section 8.18 Bond. The Board shall have the power, to the extent permitted by law, to require any Officer, agent, or employee of PADS to give bond for the faithful discharge of such Officer's duties in such form and with such surety or sureties as the Board may determine.

## **ARTICLE IX COMMITTEES**

Section 9.1 Member Committees. Pursuant to Section 8.10(i) of these Bylaws, the President may designate and establish one or more Member committees, each of which shall consist of three (3) or more Members and shall have the authority, duties, and responsibilities designated by the President consistent with these Bylaws. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the President or any other Officer

of any responsibility imposed upon him or her by these Bylaws. Each Member committee shall within fourteen (14) days following each committee meeting prepare and submit minutes of its meeting to the Secretary, the President, the Vice-President with oversight responsibilities for that committee's activities, and to each committee member.

Section 9.2 Board Committees. The Board, by resolution adopted by a majority of the Directors at the time in office, may designate and establish one or more committees, each of which shall consist of three (3) or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the business and affairs of the Corporation, except that no committee shall have the authority of the Board with reference to: (a) amending, altering, or repealing these Bylaws; (b) electing, appointing, or removing any member of any such committee or any PADS Director or Officer; (c) amending or restating the Articles of Incorporation of PADS; (d) adopting a plan of merger or consolidation with one or more other corporations; (e) authorizing the sale, lease, exchange, or mortgage of all or substantially all the property and assets of PADS; (f) authorizing the voluntary dissolution of PADS or revoking proceedings therefor, (g) adopting a plan for the distribution of the assets of PADS, or (h) amending, altering, or repealing any resolution of the Board unless by its terms it may be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Board, or any individual member thereof, of any responsibility imposed upon it, him, or her by law. Each Board committee shall coordinate with the Secretary the keeping of minutes of its meetings and shall cause such minutes to be recorded in a book maintained for that purpose.

Section 9.3 Term of Office. For Member committees, the President shall determine the term of office for each member of the committee. For Board committees, the Board shall define in each Board resolution establishing a committee the term of office of each member of the committee.

Section 9.4 Committee Leadership. For Member committees, the President shall appoint the Chair of each committee who shall report directly to the PADS Vice-President with oversight responsibilities for that committee's activities. For Board committees, except as otherwise provided herein, the Chair of each committee shall be appointed by a majority of the Board.

Section 9.5 Vacancies. For Member committees, vacancies in the membership of any committee may be filled by appointment by the President. For Board committees, vacancies in the membership of any committee may be filled by appointment upon the affirmative vote of the majority of the Board.

Section 9.6 Quorum. Unless otherwise designated by the President (for Member committees) or the Board (for Board committees), a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. In the event that any Member committee is evenly divided on any committee vote, the President shall cast the deciding vote. In the event that any Board committee is evenly divided on any committee vote, the Chair of the Board shall cast the deciding vote.

Section 9.7 Rules. For Member committees, each committee shall be governed according to the President's direction not inconsistent with the Articles of Incorporation of PADS, these Bylaws, or rules adopted by the Board. For Board committees, each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation of PADS, these Bylaws, or rules adopted by the Board.

Section 9.8 Resignation and Removal. Any committee member may resign at any time by written notice to the President. Any committee member may be removed, with or without cause, by a majority vote of the Officers then in office at any ordinary or special meeting of the Officers.

Section 9.9 Non-Member Committee Participants. In the event that PADS committees involve, for whatever purpose, non-Member participants, all activities of said committee(s) shall be fully governed by these Bylaws. Upon first participation in the PADS committee, all non-Member participants shall be provided with a copy of these Bylaws and shall agree to adhere to and uphold these Bylaws in all committee activities.

Section 9.10 Financial Expenditures and Budgeting. Prior to incurring any financial expenditures, each committee shall prepare and submit a detailed budget of expected expenditures

and related activities to the President, the Treasurer, and each committee member. No expenditures may be incurred by a committee or any of its members on PADS behalf prior to approval of the committee's budget by the President or the President's designee.

## **ARTICLE X INDEMNIFICATION**

Section 10.1 Indemnification. PADS shall, to the full extent permitted by applicable law, indemnify any Director or Officer or former Director or former Officer of PADS, or any person who may have served at PADS' request as a Director or Officer of another corporation, whether for profit or not for profit, in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceedings, civil or criminal, in which he or she is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty. PADS shall make any other indemnification that shall be authorized by the Articles of Incorporation, these Bylaws, vote of the Board, or resolution adopted by the Board.

## **ARTICLE XI MISCELLANEOUS PROVISIONS**

Section 11.1 Fiscal Year. The fiscal year of PADS shall be from January 1 to December 31, inclusive, in each year, or such other twelve consecutive months as the Board may designate.

Section 11.2 Sufficient Notice. Any notice required by these Bylaws shall be considered sufficient if it contains the information required by the preceding provisions of these Bylaws and is given by any one of the following methods:

- (a) written notice sent by U.S. Mail to each recipient's mailing address as registered with the Secretary for receipt of such written communications, such notice

being deemed received by each recipient on the second business day following its mailing;

(b) written notice sent by electronic transmission, whether by facsimile, e-mail, or some other means of electronic transmission, to each recipient's number or address on file with the Secretary for receipt of such electronic transmissions, such notice being deemed received by each recipient at the time of its transmission; or

(c) oral notice in person, by telephone, or by telephone voicemail, and if by telephone or telephone voicemail, to each recipient's phone number on file with the Secretary for receipt of such oral communications, such notice being deemed received by each recipient at the time of the communication is given.

Section 11.3 Waiver of Notice. Whenever any notice is required to be given under any provision of law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Neither the business to be transacted at, nor the purpose of, any ordinary or special meeting of the Board, or members of a committee of the Board, need be specified in any written waiver of notice unless so required by the Articles of Incorporation. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person 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.

Section 11.4 Execution of Instruments, Contracts, Etc. All checks, drafts, bills of exchange, notes or other obligations or orders for the payment of money shall be signed in the name of PADS by the Treasurer and, if the amount of the expenditure or indebtedness is not included within any then-existing operating budget or exceeds the amount of three hundred dollars (\$300.00), the President or the Chair of the Board, or by such other Officer or Director as the Board may from time to time designate. Additionally, all applications, written instruments and papers required by or filed with any department of the United States Government or any state, county, municipal or other governmental official or authority, may, if permitted by applicable law, be executed in the name of the PADS only by the President or the Chair of the Board, or by such other Officer or Director as the Board may from time to time designate.

Section 11.5 Authorized Signatures and Addresses on Financial Accounts. Subject to the preceding provisions of these Bylaws, all PADS financial accounts shall be authorized only for the signatures of the current Chair of the Board, President, and Treasurer. The address listed with all financial institutions related to PADS accounts shall be the address of the Treasurer or such other Officer as the Board may from time to time designate.

Section 11.6 Change of Official Address and Registered Agent. Within thirty (30) days following each President's election, PADS shall file with the State of Alabama a Statement of Change pursuant to Section 10-3A-24 of the Alabama Nonprofit Corporation Act. Unless at the time of filing PADS has a separate business office, the Statement of Change shall change PADS official registered office and address to that of the newly-elected President or such other address as the Board may determine. The Statement of Change shall also change the name of PADS' registered agent to the name of the newly-elected President. Upon the change of the address of PADS' registered office, PADS official stationary shall be newly printed to reflect this change of address, and stationary bearing any other address shall be discarded and shall not be used any longer for PADS purposes.

Section 11.7 Open Records and Meetings. All PADS records shall be available for inspection by any Member, Officer, or Director upon written request to the President at such time and place as the President shall designate. All PADS Board, Member, and committee meetings shall be open for observation to any Member, Officer, or Director who wishes to attend, but any participation in such meetings shall be controlled by the preceding provisions of these Bylaws.

Section 11.8 Actions on Behalf of PADS. Under no circumstances shall any individual directly or indirectly act on behalf of PADS, attempt to speak on behalf of PADS, or in any other way hold themselves out as an agent or representative of PADS without the express prior consent of the President, the President's designee, or the Board. This section shall specifically include, but shall not be limited to, any act of communication or correspondence indirectly or directly purporting to be made on behalf of PADS. In the event that a Member violates this provision, the President shall call a Special Board Meeting to consider terminating the violating Member's PADS

membership. In the event that a non-Member violates this provision, the President shall issue a written reprimand and warning. In the event that a second violation by the same individual occurs, the President shall call a Special Board Meeting to consider pursuing legal action against the violating individual.

Section 11.9 Extraordinary Circumstances or Events. In the event that extraordinary circumstances or events occur which render the timing and date requirements set forth in these Bylaws impracticable, the Board may by majority vote of all Directors extend or modify the affected timing and date requirements. "Extraordinary circumstances or events" shall include: (1) inclement weather; (2) extreme human illness; (3) death of a family member; (4) national disasters or emergencies; (5) or similar types of circumstances or events as the Board may deem extraordinary.

## **ARTICLE XII AMENDMENTS**

Section 12.1 By Two-Thirds Vote of Members. These Bylaws may be amended, altered or repealed, or new Bylaws may be adopted, at any ordinary or special meeting of the Members as long as notice of the meeting and the proposed Bylaws changes is given to the Members at least thirty (30) days prior to the meeting where the Bylaws change is to be considered. A change in the Bylaws may only become effective by the affirmative vote of two-thirds (2/3) of the Members present at the meeting.

## **ARTICLE XIII EFFECT OF THESE BYLAWS**

Section 13.1 Repeal of Former Bylaws. These Bylaws shall repeal and be substituted for all former PADS bylaws.