

BYLAWS

of the

**HUEYTOWN HIGH
SCHOOL QUARTERBACK
CLUB, INC.**

An Alabama Nonprofit Corporation

Effective as of June 26, 2023

TABLE OF CONTENTS

ARTICLE I -	NAME	1
ARTICLE II -	ORGANIZATION	1
ARTICLE III -	DURATION	1
ARTICLE IV -	PRINCIPAL OFFICE; REGISTERED AGENT; ETC.....	1
ARTICLE V -	PURPOSE and 501(c)(3) EXEMPTION QUALIFICATION	2
ARTICLE VI -	PROHIBITION AGAINST PRIVATE BENEFIT	3
ARTICLE VII -	DISSOLUTION	3
ARTICLE VIII -	FISCAL YEAR	4
ARTICLE IX -	POWERS; GENERAL PROVISIONS	4
ARTICLE X -	BOARD OF DIRECTORS.....	7
ARTICLE XI -	COMMITTEES.....	11
ARTICLE XII -	OFFICERS	12
ARTICLE XIII -	MEMBERSHIP	17
ARTICLE XIV -	NOTICE; MEETINGS	20
ARTICLE XV -	VOTING.....	22
ARTICLE XVI -	AMENDMENTS	24
ARTICLE XVII -	BOOKS AND RECORDS	24
ARTICLE XVIII -	MISCELLANEOUS	25

BYLAWS
of the
HUEYTOWN HIGH SCHOOL QUARTERBACK CLUB, INC.
An Alabama Nonprofit Corporation

ARTICLE I - NAME

The name of the Corporation is: HUEYTOWN HIGH SCHOOL QUARTERBACK CLUB, INC.

ARTICLE II - ORGANIZATION

The Hueytown High School Quarterback Club, Inc. (hereinafter "HHSQBC") is an Alabama nonprofit corporation.

ARTICLE III - DURATION

The period of the HHSQBC's duration is perpetual.

ARTICLE IV - PRINCIPAL OFFICE; REGISTERED AGENT; ETC.

The principal office of the HHSQBC in the State of Alabama is **123 Cedar Ln, Hueytown, AL 35023**, in Jefferson County. The mailing address of the HHSQBC is **P.O. Box 3158, Hueytown, AL 35023**. The HHSQBC may have such other offices, either within or without the State of Alabama, as the Board of Directors may determine or as the affairs of the HHSQBC may require from time to time. The HHSQBC shall at all times maintain its principal office within the State of Alabama.

The HHSQBC shall have and continuously maintain in the State of Alabama a registered office. The registered agent of the HHSQBC is **Steve LaFoy**, who is a resident of the state of Alabama and one of the directors of the HHSQBC, and whose physical address is 123 Cedar Ln, Hueytown, AL 35023, in Jefferson County, mailing address P.O. Box 3158, Hueytown, AL 35023. The registered agent and the office of the registered agent may be changed from time to time by the Board of Directors, and the registered agent may be a director or other officer of the HHSQBC and the address of the registered agent may be identical with the principal office of the HHSQBC as long as such principal office is in the State of Alabama.

INCORPORATOR. The name and address of the organizer/incorporator authorized to execute the HHSQBC's "Domestic Nonprofit Corporation Certificate of Formation" form and the Secretary of State's "Name Reservation Request Form for Domestic Entities" is **Steve LaFoy**, who is a resident of the state of Alabama and one of the directors of the HHSQBC, and whose physical address is 123 Cedar Ln, Hueytown, AL 35023.

ARTICLE V - PURPOSE and 501(c)(3) EXEMPTION QUALIFICATION

The HHSQBC is organized and operated exclusively for charitable and educational purposes, and to foster national or international amateur sports competition, within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The goals of the HHSQBC are:

- to foster local and national amateur sports competition by supporting and developing the Hueytown High School football program, its student athletes, and student organizations supporting the football program;
- to help in the development of youth players toward lives marked by achievement, personal responsibility, and public contribution through teaching standards of fair play, sportsmanship, equality and ethical conduct; and
- to combat community deterioration and juvenile delinquency by providing a recreational outlet for student youth, thereby lessening the burdens of government.

The HHSQBC shall do all things necessary, proper and consistent with maintaining tax exempt status under section 501(c)(3) in pursuance of these purposes. The HHSQBC shall not conduct or carry on any activities not permitted to be conducted or carried on by a) an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or b) by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended. Further, the HHSQBC shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this HHSQBC.

Any and all references herein these Bylaws to the Internal Revenue Code shall mean the Internal Revenue Code of 1986, as amended, and any successor or superseding federal revenue statute.

The intention of the HHSQBC is to qualify as a 501(c)(3) exempt organization classified as a public charity, rather than a private foundation or private operating foundation, under one of the exclusions described in 509(a) either the 509(a)(1) / 170(b)(1)(A)(vi) or

509(a)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. The HHSQBC reasonably expects to meet the one-third support test or the facts and circumstances test/10% rule under 509(a)(1) / 170(b)(1)(A)(vi), or to meet the one-third support test and not-more-than-one-third support test under section 509(a)(2), during its first 5 tax years. HHSQBC's organizational structure, current and proposed programs and activities, and actual or intended method of operation are reasonably be expected to attract the type of broadly based support from the general public, public charities, and governmental units necessary to meet the public support requirements. However, for any tax period for which the IRS deems the HHSQBC a private foundation or private operating foundation, the HHSQBC shall abide by the following rules: 1) The HHSBQC will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code; 2) the HHSBQC won't engage in any act of self-dealing, as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code; 3) the HHSBQC won't retain any excess business holdings, as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code; 4) the HHSBQC won't make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; 5) the HHSBQC won't make any taxable expenditures, as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI - PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the HHSQBC shall inure to the benefit of any director of the HHSQBC, officer of the HHSQBC, or any private individual (except that reasonable compensation may be paid to anyone who is not a director of the HHSQBC for services rendered to or for the HHSQBC affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the HHSQBC. No substantial part of the activities of the HHSQBC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the HHSQBC shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office, whether local, state or federal.

ARTICLE VII - DISSOLUTION

The HHSQBC's assets are hereby permanently dedicated to an exempt purpose. In the event of the voluntary or involuntary dissolution of the HHSQBC or the winding up of its affairs, the assets of the HHSQBC shall be distributed exclusively for an exempt purpose described in section 501(c)(3) to i) a charitable organization or organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or ii) to the

federal, state or local government. The distribution shall be made by the Board of Directors, or pursuant to court order. In no event, however, shall such distribution inure to any person who has a personal and private interest in the activities of the HHSQBC.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the HHSQBC shall be the twelve months beginning August 1 of each year and concluding on the last day of July of the following year.

ARTICLE IX - POWERS; GENERAL PROVISIONS

BYLAWS. Any and all references herein to "Bylaws" refers to this document.

ORGANIZATION AND GOVERNANCE. The HHSQBC shall not have or issue shares of stock. The HHSQBC shall have no shareholders. The HHSQBC may have Members as provided for in Article XIII herein below. The management of the affairs of the HHSQBC shall be vested in a Board of Directors.

No individual or any entity other than the HHSQBC shall have any vested right, interest, or privilege of, in, or to the HHSQBC's assets or interests, or any right, interest, or privilege that may be transferable or inheritable, including, without limitation, interests in one or more memberships in said HHSQBC. Any such interest and/or transferred interest shall be null and void.

POWERS AND DUTIES. The HHSQBC shall have all powers necessary and proper to fulfill its purpose as stated in Article V herein above and all of the powers provided in the Alabama Nonprofit Corporation Law. Moreover, the HHSQBC has all implied powers necessary and proper to carry out its express powers. The HHSQBC may, by resolution, and policies adopted by resolution, list specific powers which are part of its general powers, and/or specific restrictions on its general powers. Notwithstanding the foregoing, the HHSQBC may not expand or change any of its powers, by resolution or otherwise, which would undermine its status as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. Further, the HHSQBC may not expand, limit or change any of its powers, by resolution or otherwise, which would contravene any provision of these Bylaws, without first amending the Bylaws as provided for herein.

The HHSQBC shall not discriminate on the basis of race, color, religion, age, sex, or national origin in the appointment or election of any Director or Officer, or in the acceptance of any member.

All checks and drafts on, and withdrawals from the HHSQBC's accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, endorsed, or accepted by the HHSQBC, shall be

signed on its behalf by such officer or officers of the HHSQBC and in such manner as shall from time to time be determined by resolution of the Board of Directors.

COMPENSATION AND REIMBURSEMENT. No Director shall receive any salary or other compensation for their services as such Director or as an officer of the HHSQBC if such Director is also an officer. However, by resolution of the Board of Directors, a fixed sum may be set to reimburse such Directors for actual expenses incurred in the furtherance of the HHSQBC's purposes. No officer who is also a Director shall receive any salary or other compensation for their services, although the HHSQBC may reimburse such officer(s) for actual expenses. Nothing herein shall be construed to preclude any Director from serving the HHSQBC in any other capacity, officer or otherwise. If the HHSQBC shall make expense reimbursements, the HHSQBC shall first, by resolution, adopt compensation and reimbursement policies regarding same.

The HHSQBC shall make no loans to any person or entity.

EMPLOYMENT. Subject to the prohibitions in Article VI and IX herein above, the Board of Directors may, in furtherance of the mission, purposes, goals, business and affairs of the HHSQBC, and by majority vote, employ, retain, or contract with any persons, firms, companies, partnerships or HHSQBCs, including, but not limited to, accountants and attorneys, (each a "Payee").

The HHSQBC may pay reasonable compensation to a "Payee" and pay expense reimbursements to such Payee as the HHSQBC may fix or determine by majority vote. If the HHSQBC shall fix a salary or other compensation, or make expense reimbursements, the HHSQBC shall first, by resolution, adopt compensation and reimbursement policies regarding same. Advance budgeting of such reimbursable expenses is permitted. If a compensation committee is established, it must be composed entirely of individuals who do not have a conflict of interest with respect to any compensation or reimbursement arrangement.

The HHSQBC may reimburse officers, directors, members, employees, agents, staff, and/or other personnel as the Board may determine for actual expenses. No officer or director shall be paid a salary, wage or other compensation for their services as such officer and/or director.

AUTHORITY TO BIND CORPORATION. The Board of Directors may by resolution authorize any officer or officers, agent or agents of the HHSQBC to enter into any contract or execute and deliver any instrument in the name of and on behalf of the HHSQBC. Such authority may be general or confined to specific instances. The signature(s) of the officer(s) or director(s) duly authorized by resolution adopted by majority vote to act for said HHSQBC shall be sufficient to create a binding corporate act.

All checks and drafts on, and withdrawals from the HHSQBC's accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, endorsed, or accepted by the HHSQBC, shall be signed on its behalf by such officer or officers, agent or agents of the HHSQBC and in such manner as shall from time to time be determined by corporate resolution (including by such policy approved by the Board). In the absence of such determination by the Board of Directors, all checks must be signed by the Treasurer and countersigned by the President or a Vice President of the HHSQBC. Checks shall bear notice of this requirement above the signature line as follows, "Two signatures required."

If debit are established in the name of the organization, a policy approved by the Board shall be first established that includes a list of the authorized users, spending limits, and review and oversight provisions. No personal use of the card by any user thereof shall be allowed.

INDEMNIFICATION. The HHSQBC shall, to the extent legally permissible, indemnify each person who serves or who has served at any time as an officer, director, or employee of the HHSQBC (called an "Agent") against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such Agent in connection with any claim, suit or proceeding against said Agent, or any action, suit or proceeding to which said Agent may be a party by reason of the Agent's being, or having been, such Agent of the HHSQBC, in such sum as the Directors shall deem reasonable if such Agent a) conducted himself in good faith, b) reasonably believed that such conduct was in the best interests of the HHSQBC, and c) with respect to any criminal proceeding, said Agent had no reasonable cause to believe that his or her conduct was unlawful.

Notwithstanding anything herein these Bylaws to the contrary, no person shall be indemnified a) with respect to matters as to which he or she is adjudged in any action, suit or proceeding to be liable for negligence or misconduct in his or her performance or duty; b) in connection with any proceeding in which he or she is ultimately adjudged liable on the basis that he or she improperly received personal benefit; c) with respect to matters for which such indemnification would be against public policy.

Any indemnification under this Article shall be made by the HHSQBC upon a determination that indemnification of the Agent is proper in the circumstances because the Agent has met the applicable standard of conduct set forth above, by majority vote of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of the Agent. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior

to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

INSURANCE. The HHSQBC shall have the power to purchase and maintain at its cost and expense insurance (including, without limitation, directors' and officers' insurance, insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any one or more officers and Directors that the Board in its sole discretion deems necessary or proper against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as such officer or Director. The determination to purchase such insurance and under what terms and limits shall be made by majority vote.

The HHSQBC shall have the power to purchase and maintain such other insurance (including, without limitation, general liability, worker's compensation, property, vehicle, data breach, and umbrella coverage, when and if applicable) that, in the HHSQBC's sole discretion, it deems in its best interest,. The determination to purchase such insurance and under what terms and limits shall be made by majority vote.

ARTICLE X - BOARD OF DIRECTORS

Subject to Article IX of these Bylaws, the management of the affairs of the HHSQBC shall be vested in a Board of Directors. Each Director and officer shall automatically become a de facto Member of the HHSQBC. The Board may delegate the management of the day-to-day operations of the HHSQBC to its Officers as hereinafter provided in these Bylaws, except that the Board may not delegate the following powers to any officer(s) or member(s), and shall reserve authority for same solely unto itself:

- Responsibility for the overall management and oversight of the HHSQBC;
- Determination of the HHSQBC's strategy and goals;
- Amending, altering, or repealing the bylaws;
- Removing any other director or officer or member of any committee;
- Adopting a plan of merger or adopting a plan of consolidation with another nonprofit corporation or other entity;
- Authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the HHSQBC;
- Authorizing the voluntary dissolution of the HHSQBC or revoking proceedings therefor;
- Adopting a plan for the distribution of HHSQBC's assets;
- Amending, altering, or repealing any action or resolution of the board of directors which by its terms provides that it shall not be amended, altered, or repealed;
- Maintaining a compliance program and a sound system of risk management and internal controls including determining the risk profile of HHSQBC, assessing HHSQBC's principal risks and mitigation measures and approving HHSQBC's risk management strategy;

- Approval of HHSQBC's insurance strategy and renewal terms;
- Approval of HHSQBC's annual report and accounts;
- Approval of the annual budget for the HHSQBC;
- Approval of HHSQBC's policies;
- Approval of any significant changes in accounting policies or practices;
- Creation of any debts, mortgages, charges or encumbrances on any assets of the HHSQBC;
- Appointment, reappointment or removal of any external auditor;
- Alteration of the corporation's name;
- Approval of the terms of settlement of any litigation or arbitration proceedings which are material to the HHSQBC from a financial, strategic or reputational perspective;
- Vote regarding the compensation of any officer or key employee as long as such officer or key employee is not also a director;
- Alter the purpose of any Committee.

QUALIFICATIONS. Each such Director shall be a natural person (a real human being or an actual person as distinguished from a company, organization, corporation, or other entity) who is a resident of the State of Alabama at the time of their election and who has attained the age of nineteen (19). No Director shall have any right, title, or interest in or to any property of the HHSQBC.

NUMBER AND COMPOSITION. The number of Directors shall be an odd number, not less than three (3) or more than nine (9). The number of Directors may be increased or decreased by amending these Bylaws, except that the number of Directors may not be decreased to fewer than three, as required by the Alabama Nonprofit Corporation Law. The names and addresses of those people who are the current Directors are as follows:

The number of directors constituting the initial Board of Directors of the HHSQBC is five (5), and the names and addresses of those people who are to serve as the initial Directors are:

NAME	ADDRESS
Michael Moore	2006 Eden Valley Ln, Hueytown, AL 35023
Kevin Brown	1635 Gillies Dr., Bessemer, AL 35023
David (Dave) Smithey	6032 Parkview Trail, Mulga, AL 35118
Jennifer (Jenny) Stanley	1573 Oak Ln, Hueytown, AL 35023
Stephen C. (Steve) LaFoy	123 Cedar Ln., Hueytown, AL 35023

ELECTION AND TERM. Members of the initial Board of Directors shall serve until their are duly elected and qualified by majority vote of the Members entitled to vote, except as may otherwise be provided for herein regarding vacancies, removals and resignations. At each successive annual meeting of the Board of Directors, successor

Directors shall be elected by a majority vote of the Members entitled to vote at the next annual meeting. Said term of office shall be for one year beginning on January 1 of the calendar year immediately following their election.

A former Director or a sitting Director may be elected for unlimited successive terms of one year each, if first duly qualified. The number of Directors may be increased or decreased by amending these Bylaws, except that the number of Directors may not be decreased to fewer than three (3) as required by the current Alabama Non-Profit Corporation Law, or such fewer number as may be authorized by any amendment to or repeal of the Alabama Non-Profit Corporation Law. Directors elected to any additional directorships created by the Board shall serve until the next annual meeting, at which time their successor(s) shall be duly elected and qualified by a majority vote of the Members entitled to vote, to serve a term of one year beginning on January 1 of the calendar year immediately following their election.

RESIGNATIONS. Any Director of the HHSQBC may resign ("Resigning Director") at any time by written notice to all other Directors. A notice of resignation that does not specify an effective date shall take effect immediately. A notice of resignation that specifies an effective date shall take effect on such date. Acceptance of such resignation shall not be necessary to make it effective.

The resignation of a Director shall not affect such Director's rights as a Member and shall not constitute a withdrawal of such Director as a Member, unless such Director would otherwise not qualify as a any member under Article XIII of these Bylaws, in which case the resignation of such Director shall constitute the voluntary withdrawal of such Director as a member of the HHSQBC effective upon the same date as the resignation date.

Notwithstanding the above and foregoing, if the resignation of a Director would reduce the number of Directors to less than three, no such resignation shall be effective immediately regardless of its terms and, upon receipt by the Board of Directors of such Director's resignation, a special meeting of the rest of the Directors shall be called wherein a successor Director shall be appointed.

REMOVAL OF DIRECTORS. Any one or more of the Directors may be removed with cause by a majority of the remaining Directors. Notwithstanding the foregoing, a Director missing three consecutive regular meetings of the Board may be removed. However, if any removal of a Director would reduce the total number of Directors to less than three, such removal shall not be effective immediately but a special meeting of the rest of the Directors shall be called wherein a successor Director shall be appointed.

NEWLY CREATED DIRECTORSHIPS AND VACANCIES. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by a majority vote of the Board of Directors. A

Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. However, vacancies need not be filled unless such a vacancy would result in fewer than three directors remaining on the board.

VACANCIES AND REMOVAL. A vacancy in the Board of Directors shall be deemed to exist, and provide the basis for just cause for removal of a Director (where applicable), on the occurrence of any of the following:

- The death, resignation, or removal of any director;
- An increase in the authorized number of directors;
- The failure of the Voting Membership at any annual meeting to elect the full authorized number of directors to be voted for at that meeting;
- The declaration by the Board of a vacancy thereon caused by a Director having been declared of unsound mind by a final order of any court of competent jurisdiction;
- The conviction of a Director of a felony;
- The conviction of any Director of a misdemeanor involving sexual misconduct, theft, or moral turpitude;
- The misconduct of a Director damaging to the HHSQBC, its reputation, or its services, as determined in the sole discretion of the remaining directors;
- The unauthorized disclosure of confidential information of the HHSQBC, as determined in the sole discretion of the remaining directors;
- The continued failure of a Director to perform duties owed to the HHSQBC, as determined in the sole discretion of the remaining directors; or
- The absence of a Director from three (3) consecutive meetings of the Board of Directors (including annual, special and regular meetings);

LIABILITY OF DIRECTORS. No director shall be liable to the HHSQBC for monetary damages for an act or omission in the Director's capacity as a Director of the HHSQBC, except and only for the following: a) a breach of the Director's duty of loyalty to the HHSQBC; b) an act or omission not in good faith by the Director or an act or omission that involves the intentional misconduct or knowing violation of the law by the Director; c) a transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; d) breach of a fiduciary duty owed to the HHSQBC; or e) an act or omission by the Directors for which liability is expressly provided for by statute.

INFORMAL ACTION BY DIRECTORS. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a sufficient number of Directors as would be necessary to take that action at a meeting at which all the Directors were present and voted. An email from such director's known email address, or other digital document or image bearing the director's handwritten signature, and/or any photographic, photocopy, facsimile or similar reproduction of a writing signed by a director, shall be regarded as signed by the

director. The Board may authorize e-signatures by resolution or adopt a policy regarding e-signatures.

VOTING AT BOARD MEETINGS. If the vote required to act is not otherwise set forth in these bylaws, a simple majority vote shall be required. There shall be no proxy voting. Voting may take place in person, or by video conference or telephone conference or similar communications equipment, as long as all Directors participating in the meeting can hear every other Director, in which case all such Directors shall be deemed to be present in person at such vote.

TIE BREAKERS. In the event the number of voting Directors at any meeting is an even number, and the vote is a tie, the person holding the office of President (or, if the President is not in attendance, the highest Officer present, or if no Director is an officer, the Director with the longest tenancy) shall have an extra vote to break any such tie.

ARTICLE XI - COMMITTEES

COMMITTEES. The Board of Directors may establish one or more committees as set forth below. Each committee established under this Article shall be comprised of natural persons who have attained the age of nineteen (19), a member under Article XIII and a resident of the State of Alabama at the time of their appointment. Each such committee established shall have those powers enumerated for such committees in these Bylaws or in the Board resolution setting forth such powers, or where the President is authorized to establish a committee, the Board resolution approving the establishment and powers of such committee, except that in no event shall any such committee have or exercise the authority of the Board of Directors in the management of the HHSQBC or the authority of the officers of the HHSQBC. The following is a list of recommended Committees:

General Committees: Nominating Committee, Budget Committee, and Auditing Committee.

Committees under the purview of the Vice President of Operations:

Stadium Maintenance, Field House Maintenance, Practice Field Maintenance, Stadium Field Maintenance, Home Game Operations, Parking, Homecoming, Senior Night and Banquet

Committees under the purview of the Vice President of Fundraising: Program Ad Sales, Membership, Apparel Sales, Program Sales

Notwithstanding anything in these Bylaws to the contrary, the Board of Directors reserves and retains the power to replace and/or remove any member of any such committee and to dissolve such committee by majority vote. Each such committee may adopt rules for its government not inconsistent with these Bylaws or with rules adopted

by the Board of Directors. No committee member shall have more or additional voting rights as he or she otherwise has under these bylaws by virtue of being such committee member.

Such committees shall perform such functions and make such reports as the President or Board of Directors establishing said committee shall determine. The Board of Directors or President establishing such committee shall state in writing the purpose and goal of each said committee and state the deadline for making any such requested recommendations and/or reports, and such committee shall make such recommendation as requested to the Board of Directors or President establishing such committee by such deadline.

ARTICLE XII - OFFICERS

The HHSQBC may delegate to its officers, as hereinafter established, such powers as the HHSQBC may deem fit and proper.

QUALIFICATIONS. Each officer shall be a natural person who is a resident of the State of Alabama at the time of their election and who has attained the age of nineteen (19). No officer shall have any right, title, or interest in or to any property of the HHSQBC.

A Director may be an officer, but such Director shall have no more or additional voting rights as such officer. An officer who is not a Director must be a Member entitled to vote as provided for in Article XIII of these Bylaws.

NUMBER AND COMPOSITION. The minimum number of the officers of the HHSQBC shall be five (5) and shall be comprised of a President, Vice President of Operations, Vice President of Fundraising, Treasurer and Secretary. The Board of Directors may also create one or more "Co-", "Assistant" or "Vice" Secretaries and/or Treasurers. The Board of Directors may also create one or more additional offices as it may from time to time deem necessary as set forth below for filling vacancies due to the creation of new office(s). No two or more offices may be held by the same person. The names and addresses of the initial number of officers, along with their titles as Officer of the HHSQBC, are as follows:

NAME	ADDRESS	TITLE
Michael Moore	2006 Eden Valley Ln., Hueytown, AL 35023	President/CEO
Kevin Brown	1635 Gillies Dr., Bessemer, AL 35023	Vice President of Operations
Dave Smithey	6032 Parkview Trail, Mulga, AL 35118	Vice President of Fundraising
Jenny Stanley	1573 Oak Ln, Hueytown, AL 35023	Treasurer/CFO
Steve LaFoy	123 Cedar Ln., Hueytown, AL 35023	Secretary

ELECTION AND TERM. The officers of the HHSQBC shall be elected by the Members entitled to vote at the annual meeting and shall serve a term of one year duration. Said Term of office shall begin on January 1 of the calendar year immediately following their

election. At the close of their terms, each officer shall deliver to their successor or the President all documents and materials in their possession related to the HHSQBC or its operations within fifteen (10) business days following the meeting at which their successors assume their duties.

VACANCIES AND REMOVAL. Any one or more officers may be removed with cause by a majority of the Board Vote. A vacancy in any of the offices under this Article, and provide the basis for just cause for removal of a Director (where applicable), shall be deemed to exist on the occurrence of any of the following:

- The failure of such officer to perform their duties or for conduct (either word or deed) which is damaging to the stated purposes of the HHSQBC or the Hueytown High School football program.
- The death, resignation, or removal of any officer;
- An increase in the authorized number of officers;
- The failure of the Members at any annual meeting to elect the full authorized number of officers to be voted for at that meeting;
- An officer has been declared of unsound mind by a final order of any court of competent jurisdiction;
- An officer has been convicted of a felony;
- An officer has been convicted of a misdemeanor involving sexual misconduct, theft, or moral turpitude;
- The misconduct of an officer damaging to the HHSQBC, its reputation, or its services, as determined in the sole discretion by the Board of Directors;
- The unauthorized disclosure of confidential information of the HHSQBC by an officer, as determined in the sole discretion by the Board of Directors;
- The continued failure of an officer to perform duties owed to the HHSQBC, as determined in the sole discretion by the Board of Directors; or
- The absence of an officer from three (3) consecutive meetings requiring such officer's presence.

In case of a vacancy in the office of the President, the Vice-President of Operations shall ascend to the Presidency. For any other vacancy in an elected office, the successor to such office shall be filled for the remainder of the term by a person elected by a majority vote of the officers, notice of such election having first been given to such officers.

Vacancies need not be filled unless such a vacancy would result in a vacant office of the President, Treasurer or Secretary, in which event the Board of Directors shall call a special meeting to appoint a successor officer as soon as practicable.

RESIGNATIONS. Any officer of the HHSQBC may resign at any time by written notice as set forth below to the Directors. A notice of resignation that does not specify an effective date shall take effect immediately. A notice of resignation that specifies an effective date shall take effect on such date. Acceptance of such resignation shall not be

necessary to make it effective. The resignation of an officer shall not affect such officer's rights as a Member and shall not constitute a withdrawal of such Officer as a Member, unless such officer would otherwise not qualify as a Member under Article XIII, in which case the resignation of such officer shall constitute the voluntary withdrawal of such officer as a Member of the HHSQBC effective upon the same date as the resignation date.

LIABILITY OF OFFICERS. No officer shall be liable to the HHSQBC for monetary damages for an act or omission in the officer's capacity as an officer of the HHSQBC, except and only for the following: a) a breach of the officer's duty of loyalty to the HHSQBC; b) an act or omission not in good faith by the officer or an act or omission that involves the intentional misconduct or knowing violation of the law by the officer; c) a transaction from which the officer gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the officer's office; d) breach of a fiduciary duty owed to the HHSQBC; or e) an act or omission by the officer for which liability is expressly provided for by statute.

PRESIDENT. The President may be referred to as, and may use the title, President or Chief Executive Officer. The President shall be the principal or chief executive officer of the HHSQBC and shall have general and active management of the business of the HHSQBC. The President shall see that all orders and resolutions of the Board of Directors are carried into effect.

The President may sign, with the Secretary or any other proper officer of the HHSQBC authorized by the Board of Directors, any contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly reserved to the Board of Directors by these Bylaws.

The President shall perform the general management of day-to-day operations and all duties commonly incident to that office, shall preside at all meetings of the Board (when the President is also a Director) and meetings of the Members, and perform all those duties as may be prescribed by the Board of Directors from time to time, including participating in various committee meetings as a member or chairperson thereof. The President shall attend all Director meetings to report to the Board the status and condition of the HHSQBC, its programs, functions and committees, and financial affairs.

In addition to such other duties authorized by these Bylaws or as the Board of Directors may from time to time promulgate, the President shall

- Coordinate the work of the officers and committees
- Confirm that a quorum is present before conducting business
- Review all new proposed projects
- Call a meeting of the officers for the purpose of selecting standing committee chairpersons.

- Appoint Chairs of special committees subject to the approval of the officers.
- Be authorized to approve payment of any non-budgeted expenditure below \$100 without prior board approval
- Be authorized to sign on all HHSQBC bank accounts
- Appoint an auditing committee of 3 members at least 30 days prior to the start of new officers' terms
- Represent the HHSQBC as such officer at any meeting

VICE PRESIDENT. In the absence of the President at a meeting, or in the event of his or her inability, disability, or refusal to act, the Vice President of Operations, or, if no such position exists, any other Vice President, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Such Vice President shall further perform such other duties as from time to time may be assigned to him or her by the President and/or Board of Directors.

In addition to such other duties authorized by these Bylaws or the Board of Directors may from time to time promulgate, the Vice President of Operations shall:

- Solicit and appoint volunteers for all events.
- Appoint a Chairperson of the event committees.
- Provide follow-up after events to see how the event can be improved upon for the following year.
- Perform such other duties as may be prescribed in these bylaws or assigned by the HHSQBC.
- Preside at meetings and perform any necessary duties in the event the President is not in attendance.

In addition to such other duties authorized by these Bylaws or the Board of Directors may from time to time promulgate, the Vice President of Fundraising shall:

- **Act as chairperson of the fundraising committee.**
- **Perform such other duties as may be prescribed in these bylaws or assigned by the HHSQBC.**

SECRETARY. The Secretary shall a) attend all meetings of the Board of Directors, officers and members and keep the minutes of each such meetings in one or more books to be kept for that purpose; b) provide copies of all such documents to any Board member, officer, or successor Secretary upon demand; c) give or cause to give all notices of meetings in accordance with the provisions of these Bylaws or as required by law; d) be the custodian of the corporate records and maintain such records pursuant to the HHSQBC's document retention policy; e) be the custodian of the seal of the HHSQBC, if any; and f) in general, perform all duties incident to the office of Secretary

and such other duties as from time to time may be assigned to him or her by the Board of Directors and/or President, under whose supervision the Secretary shall be.

The Secretary shall further keep, or cause to be kept, a record of the members of the HHSQBC, showing the names of all members, their addresses, and the class and term of membership held by each, and have a copy of same present at all meetings of the Board of Directors, officers, and Voting Membership.

The Secretary may affix any such seal of the HHSQBC to official documents and to attest the affixing by such officer's signature.

The Assistant Secretary (or if there be more than one, the Assistant Secretaries in the order designated by the Board of Directors), in the absence of the Secretary or in the event of the Secretary's inability, disability or refusal to act, as the Board may determine in their sole discretion, by majority vote, shall perform the duties and exercise the powers of the Secretary and shall perform such other or additional duties as the Board of Directors and/or President may from time to time prescribe. Such Assistant Secretary may also have concurrent powers with the Secretary as the Board of Directors may determine.

The Secretary's Minutes of such meetings shall contain, but not be limited to, the time and place of such meeting, whether regular or special, and, if special, how authorized, the notice given, the names of those present, the number of votes present, the results of such voting, and the proceedings of all such meetings.

TREASURER. The Treasurer(s), whether one or more, may be referred to as, and may use the title Treasurer or Chief Financial Officer. He or she shall, as may be regulated by these Bylaws and/or one or more corporate policies or board resolutions:

- Attend all Director meetings to report in writing to the Board the status and condition of the HHSQBC's financial affairs
- Collect member dues
- Maintain the HHSQBC's funds and make deposits of all cash receipts, checks and other payment forms within three (3) business days of the receipt of same
- Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget, and disburse funds as may be ordered by the Board of Directors, taking proper vouchers for such disbursements
- Keep proper books of account and other books showing at all times all his or her transactions as Treasurer and the financial condition of the HHSQBC and the amount of funds and other property belonging to the HHSQBC, all of which books shall be open at all times to the inspection of any officer or Director
- Submit a written report of the accounts and financial condition of the HHSQBC to the Board (including income and expenditures, and comparing budgeted amounts to actual year-to-date amounts), on the first day of each month,

regardless of whether any meeting has been held, will be held, or may be scheduled for such month

- Submit a written annual summary report to the Board of Directors at least 30 days prior to the HHSQBC's annual meeting, and submit an updated written annual summary report to the Board at such annual meeting, and at such other times as requested by the Board
- Assist the Board in preparing an annual budget for review and approval by the Board
- When requested, prepare or arrange for an annual financial review or audit, as appropriate based on budget size, to be conducted and presented to the Board
- Complete and file (or have completed and filed by a tax preparer or certified public accountant) all required state and federal income or reporting and tax return forms, if any, or, upon board direction, provide all such documentation necessary for the completion of such forms to the person or entity designated by the Board to complete and file such forms
- Maintain all other financial records (including financial reports, checkbook, bank statements, deposit slips, cash tally sheets, documentation regarding transactions, IRS Form 990-N, 990-PF, 990-EZ, or other tax documents, as applicable/appropriate, etc.) pursuant to the HHSQBC's document retention policy
- Be authorized to sign on all HHSQBC bank accounts
- Present a verbal financial report at all meetings and at other times requested by any director or officer
- Submit books to an audit when requested to do so by the Board
- Perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President and/or by the Board of Directors

If required by the Board of Directors by majority vote, the Treasurer shall give the HHSQBC a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of Treasurer, and for the restoration to the HHSQBC, in the case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the possession or under the control of the Treasurer belonging to the HHSQBC.

ARTICLE XIII - MEMBERSHIP

MEMBERSHIP. In addition to the Board of Directors, who are each a de facto Member of the HHSQBC, the HHSQBC shall also have one or more other voting and non-voting member classes.

The Board of Directors by majority vote may accept one or more persons or entities as members of the HHSQBC, upon the satisfaction of all membership requirements. The

power to accept members may be delegated to a Membership Committee. Such committee members may accept such new members upon at least a majority vote of a quorum of committee members then present at such meeting, or, in the alternative, the Committee may adopt a policy for automatically accepting membership upon the satisfaction of certain criteria not otherwise inconsistent with the below. In addition, the Board or Membership Committee may adopt by majority vote policies for additional eligibility requirements in addition to those set forth herein, including, but not limited to, an application for membership and the form such application, the amount of membership dues or fees, background checks, and a process or procedure for reviewing and accepting or rejecting such applications. In no event shall a new member be admitted to the HHSQBC if such admission would be in violation of applicable federal or state laws. Further, no person shall be admitted who is a registered sex offender or known member of an SLPC designated hate group if the HHSQBC has actual knowledge of such registration or membership, and any such memberships granted in violation thereof shall be null and void ab initio.

CLASSIFICATION OF MEMBERS. The classes of Membership shall be as follows:

YOUTH MEMBER. An individual aged under 19 years of age who is a student at Hueytown High School may become a Youth Member upon approval of such membership by the Directors or Membership Committee as set forth above. Such Board or Committee has sole discretion to admit or deny admission to any such applicant, for any reason other than a reason covered under the HHSQBC's Equality Policy. Additional terms, conditions, and requirements for membership may be established by the HHSQBC's written policies.

PARENT MEMBER. An individual aged 19 or older who has a child under age 19 who has been admitted as a Youth Member may become a Parent Member upon the payment of membership dues and/or other fees as determined by the Board or Membership Committee and upon approval of such membership by the Directors or Membership Committee as set forth above. Such Board or Committee has sole discretion to admit or deny admission to any such applicant, for any reason other than a reason covered under the HHSQBC's Equality Policy. Additional terms, conditions, and requirements for membership may be established by the HHSQBC's written policies.

FAMILY MEMBERSHIP. Youth Members, along with their respective Parent Members, shall constitute a Family Membership. Only one parent of a Family need pay any membership dues or fees for such Family Membership.

SPECIAL MEMBER. An adult aged 19 or older who is not the parent of Youth Member, or who does not have a child attending Hueytown High School, but who is or was a parent of a former Youth Member or student of Hueytown High School during the preceding thirty (30) years may each become a Special Member of the HHSQBC, regardless of whether such individual is the parent or legal guardian of a Hueytown High

School student, upon payment of membership dues and/or other fees as determined by the Board or Membership Committee, and upon approval of such membership by the Directors or Membership Committee as set forth above.

HONORARY MEMBER. An entity or individual aged 19 or older may become an Honorary Member of the HHSQBC, regardless of residency or familial relationship to a Hueytown High School student upon payment of membership dues and/or other fees as determined by the Board or Membership Committee, and upon approval of such membership by the Directors or Membership Committee as set forth above.

ASSIGNMENT. No member may assign, pledge, hypothecate, transfer, sell or otherwise dispose of (any one or more of which events shall be called an "Assignment"), all or any part of his membership in the HHSQBC. Any such Assignment shall be null and void for all purposes and shall not be binding upon the HHSQBC.

TERM OF MEMBERSHIP. Each above Membership shall be valid for the fiscal year in which such Member was accepted as a member of the HHSQBC and shall automatically cease and expire upon the earliest of the following occurrences: a) the end of the fiscal year; b) failure of such Member to pay a required membership fee and/or dues (which failure shall include credit card charge-backs or other rejection and checks or other payment items returned for insufficient funds); c) the death of the Member; d) in the case of a Youth Member, such Youth's graduation, expulsion or withdrawal from Hueytown High School ; e) in the case of a Parent Member, graduation, expulsion or withdrawal of the last Youth Member who is a child of Parent Member from Hueytown High School; or f) in the case of Parent Members, Special Members, and Honorary Members, the voluntary withdrawal of such member.

TERMINATION OF MEMBERSHIPS. In addition to the above, the Directors or Membership Committee, by majority vote, may remove or expel any non-Automatic Member for any reason, with or without cause, as long as the motive for such removal is not in violation of the HHSQBC's Equality Policy. This power may not be delegated to any Committee.

NON-MEMBER VOLUNTEERS. The Board of Directors, by majority vote, may accept one or more Non-Member Volunteers that contribute uncompensated time and/or services to the HHSQBC upon satisfaction by such Non-Member Volunteer of all criteria then existing for such Non-Member Volunteer as the Board may determine from time to time. The power to accept a Non-Member Volunteer may be delegated to a Membership Committee. Such committee members may accept such new Volunteer by a majority vote. Any such Non-Member Volunteer shall be a natural person.

The Board or respective committee may adopt policies by majority vote for the eligibility requirements for acceptance as a Non-Member Volunteer, including, but not limited to, the form of Non-Member Volunteer application, if any, background checks, and the

process or procedure for reviewing and accepting or rejecting applications. In no event shall a new Non-Member Volunteer be accepted if the HHSQBC has actual knowledge that such acceptance would violate any federal or state law.

As a further condition to the acceptance of a Non-Member Volunteer, such Non-Member Volunteer may be required to execute and acknowledge such instruments, in form and substance satisfactory to the Board of Directors or respective committee, as same may deem necessary or desirable to effectuate such HHSQBC's mission and goals, and to confirm the agreement of such Volunteer to be bound by all of the terms, covenants and conditions of the Bylaws and any and all other policies and/or resolutions of the HHSQBC.

ARTICLE XIV - NOTICE; MEETINGS

TIMING AND LOCATION. Annual and regular meetings of the Board of Directors shall be held on such dates and at such times and places, or other means (audio/video conferencing or other electronic communication) as may be fixed by a majority vote. If held in person, such meeting shall be held within Jefferson County, State of Alabama.

ANNUAL MEETINGS. Beginning in 2023, and each year thereafter, an annual meeting of the HHSQBC shall be held in the month of **NOVEMBER** at the date, time and place (or by such method) determined by a majority Board Vote. There shall never be less than or more than one annual meeting, which annual meeting shall be open to all members of the HHSQBC.

REGULAR MEETINGS. The Board may hold regular meetings at such dates, times and places (or by such methods) as may be fixed by the Board.

SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of any two Directors. Special meetings shall be held on such dates and at such times as shall be fixed in the notice of such special meetings.

WORK SESSIONS. The Board may separate any meeting into multiple sessions: one or more sessions open only to Directors (called "Work Sessions"), and sessions open to all members. Officers who are not directors, and non-Director members, shall not have any right to attend Work Sessions of the Board of Directors.

QUORUM. For the purposes of establishing a quorum at any regular or special meeting of Directors, a majority but never less than three (3) shall constitute a quorum for the transaction of business or the taking of a vote. A majority of the directors present, whether or not a quorum is present, may adjourn any regular or special meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given to the directors who were not present. The act of a majority of the Directors present at a regular or special meeting at which a quorum is present shall be

the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

For the purposes of establishing a quorum at the annual meeting of the HHSQBC, a majority of the Membership present at such meeting, but never less than three (3), shall constitute a quorum for the transaction of business or the taking of a vote.

METHODS OF MEETINGS. Any meeting of the HHSQBC may be conducted in person OR by means of video conference, telephone conference, or by similar electronic communication as long as all present in the meeting can hear one another. All persons participating in such meetings by such methods shall be deemed present in person at such meeting for the purpose of establishing a quorum or otherwise, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created.

NOTICE. Notice of annual meetings of the Membership shall be delivered or otherwise communicated to each such Member at least ten (10) days prior to the date first scheduled for any regular or annual meeting:

Notice of regular or special meetings of the HHSQBC shall be delivered or otherwise communicated to each Director at least forty-eight (48) hours prior to the date first scheduled for any special meeting.

METHOD OF NOTICE. Notice shall be by one or more of the following methods as the Board of Directors shall determine:

- electronic noticing through <https://www.remind.com/>'s service or any similar e-communication service to such service's registered participants
- hand-delivery of a written notice
- text message, SMS or MMS, to the last known working/valid cell phone number with texting capability for such member
- facsimile transmission to the member's last known facsimile number
- e-mail to the last known working/valid email address for such member
- regular first-class mail with sufficient postage addressed to such member at the designated address for such member as shown by the records of the HHSQBC, or, if no such address is recorded therein, then to the last known residence or business address of such member;

If any mailed or electronic notice of any kind to a member is returned undeliverable, all future notices shall be deemed to have been duly given without further mailing or electronic noticing, except where a forwarding address is provided with the returned or undeliverable notice. An affidavit of giving of any Notice executed by the Secretary shall be prima facie evidence of the giving of the notice.

CONTENTS OF ANNUAL MEETING NOTICE. The Notice of the annual meeting shall include:

- a) the date, time and place (physical location or zoom or other video conferencing website or software program) of such meeting;
- b) a statement that the election of successor Directors and officers shall take place;
- c) the names of all those who are nominees for such positions at the time the notice is given;
- d) such other matters, if any, as may be expressly required by law.

CONTENTS OF OTHER MEETING NOTICES. The purpose of a regular or meeting or the business to be transacted do not have to be specified in the notice or waiver of notice of such meeting. The purpose of or the business to be transacted at any *special* meeting shall be specified in the notice and waiver of notice of such meeting. Further, any meeting to elect or remove any member, including officers and Directors, shall specify said purpose in the notice or waiver of notice related thereto.

WAIVER OF NOTICE. Notice of any annual meeting of the HHSQBC, or special meeting of the Board of Directors, does not need to be given to any member who submits a signed “waiver of notice”. All such waivers shall be filed with the corporate records and made a part of the minutes of such meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting.

POSTPONEMENT. A majority of the Directors then present at a regular or special meeting, whether or not a quorum is present, may adjourn any meeting to another date, time and place as allowed under these Bylaws. If the meeting is postponed for more than twenty-four (24) hours, notice of such rescheduled meeting shall be given to all Directors pursuant to the notice provisions of these Bylaws, prior to the date of the rescheduled meeting.

RULES OF ORDER. The rules contained in the most recent edition of *Robert’s Rules of Order* shall govern the HHSQBC in all meeting to the extent such rules are not inconsistent with these Bylaws or any special rules of order the HHSQBC may adopt.

ARTICLE XV - VOTING

VOTING MEMBERSHIP. The Voting Membership shall be comprised of the Automatic Members, Parent Members and Special Members. Each Automatic Member, Parent Member and Special Member shall have one vote or nomination, as applicable, at any meeting or on any matter upon which such Member has the right to vote.

QUORUM. For the purposes of establishing a quorum at any meeting of the Voting Membership of HHSQBC, a majority of the number of current Voting Members then present shall constitute a quorum for the transaction of business or the taking of a vote.

POWERS. The Voting Membership shall have the following Powers:

- The right to participate in the nomination of directors and officers
- The right to vote for directors and officers
- The right to comment on amendments to the Bylaws or Certificate of Formation
- The right to inspect the books and records of the HHSQBC conditioned on such exercise of said right to reasonable times during office hours at an office of the HHSQBC or place reasonable designated by the HHSQBC;
- The right to receive an annual report
- Any additional power(s) conferred on such Member as may be specifically set forth in these Bylaws.
- Nothing herein to the contrary shall be construed as limiting an Automatic Member to vote at any meeting or on any matter.

RECORD DATE. The Board of Directors, by majority vote, may fix such date(s) in the future as a Record Date for the purpose of determining the identity and number of Members entitled to a) receive notice; b) vote; c) cast a ballot; or d) exercise any other right in respect of any other lawful action ("a" through "d" each being called an exercise of a "Right").

If no record date is fixed by the Board of Directors then the Record Date for determining the number and identity of members for the purposes of annual elections shall be on the business day preceding the thirtieth (30th) day before the first day scheduled for such annual meeting.

INSPECTORS OF ELECTION. In advance of the annual meeting, the Board of Directors may appoint, by majority vote, inspectors of election (called "Inspectors") to act at such meeting and any adjournment and postponement of such meeting. If Inspectors are not so appointed, or if any Inspector so appointed shall fail to appear or refuse to act, the chairperson of such meeting, or the President if there is no chairperson, may appoint Inspectors (or persons to replace those who so fail or refuse) at such meeting. Inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

If Inspectors are so appointed, the number of Inspectors shall be no less than three (3) and no more than five (5). Inspectors shall be members of the HHSQBC who are entitled to vote but shall not be a Director or officer then in office, nor a candidate for Director or officer, nor a compensated employee. Such Inspectors shall have the following Responsibilities: a) determine the number and identity of the Members entitled to vote at such meeting as determined by the Record Date; b) determine the number represented at such meeting and the existence of a quorum; c) receive votes; d) hear and determine all challenges and questions in any way arising in connection with the right to vote; e) count and tabulate all votes; f) determine when the polls shall close; g) determine the result; and h) do such acts as may be proper to conduct the election or

vote with fairness to all voting Members. If the Inspectors cannot carry out their responsibilities in agreement with one another, then the decision, act, or certificate of a majority of the Inspectors is effective in all respects as the decision, act, or certificate of all. The Inspectors shall thereafter make written report to or certify to the Board of Directors the result of said election and the Secretary shall enter such report or certificate in the minute book of the HHSQBC. Any report or certificate made by the Inspectors is prima facie evidence of the facts stated in said report or certificate.

ARTICLE XVI - AMENDMENTS

AMENDMENTS TO BYLAWS. These Bylaws may be amended or repealed and new Bylaws may be adopted by a majority vote of the Board of Directors present at any regular meeting or at any special meeting, provided, however, that no amendment shall be made which would alter the purposes for which the HHSQBC is organized as set forth in Article V herein above, violate the prohibition in Article VI, or would otherwise undermine the status of the HHSQBC as a 501(c)(3) exempt organization.

The effective date of any such amendment shall be that date specified in such amendment as the effective date, or, if no such effective date is so specified, such amendment shall be effective immediately upon its approval, adoption, or passage by the Board as required herein above or as otherwise provided for under state law.

AMENDMENTS TO THE CERTIFICATE OF FORMATION.

The Certificate of Formation may be amended by majority vote of the Board of Directors present at any regular meeting or at any special meeting, provided, however, that no such amendment shall be made which would alter the purposes for which the HHSQBC is organized as set forth in Article V herein above, violate the prohibition in Article VI, or would otherwise undermine the status of the HHSQBC as a 501(c)(3) exempt organization.

The effective date of any such amendment shall be that date specified in such amendment as the effective date, or, if no such effective date is so specified, such amendment shall be effective immediately upon its approval, adoption, or passage by the Board as required herein above or as otherwise provided for under state law.

ARTICLE XVII - BOOKS AND RECORDS

The HHSQBC shall keep correct and complete books and records of account of the activities and transactions of the HHSQBC including a minute book, which shall contain a copy of the HHSQBC's application for tax-exempt status (IRS Form 1023), copies of the organization's IRS information and/or tax returns (for example, Form 990-PF, 990-N, 990-EZ, 990-T, where applicable, and all schedules thereto), and a copy of the

Certificate of Formation, Bylaws, and amendments thereto. The HHSQBC shall also keep minutes of the proceedings of its Board of Directors, and member meetings. The HHSQBC shall also keep a current list of the directors and officers and their residence addresses. The minute book may be stored electronically/digitally, in which case it must be regularly backed up to a thumb drive, CD, DVD or other offline medium.

The HHSQBC shall make available for public inspection and copying its application for exemption and any Form 990-T (*Exempt Organization Business Income Tax Return*) for a three-year period beginning with the due date of the return (including any extension of time for filing). Such documents shall be made available upon request, as soon as practical after such request, but not later than within 30 days. The HHSQBC may charge a reasonable copying fee plus actual postage, if any. The HHSQBC may require payment before it provides copies, and in such event, shall advise requesters of the total cost of the copies requested if adequate payment is not included with the request.

ARTICLE XVIII - MISCELLANEOUS

CORPORATE SEAL. The Board of Directors may adopt, by majority vote, a corporate seal, and alter such seal at their pleasure, and authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner; however, no corporate seal is required to be affixed to any document and the signature(s) of an officer(s) or director(s) duly authorized by said HHSQBC, by resolution, to act for said HHSQBC shall be sufficient to create a binding corporate act.

SEVERABILITY. Any provision in these Bylaws found to be invalid or unenforceable for any reason, or impermissible under the Alabama Nonprofit Corporation Law, shall be deemed severed from these Bylaws to the extent of its invalidity or unenforceability, and the remainder of these Bylaws shall remain in full force and effect.

CAPTIONS. The captions in the Bylaws are for convenience only and are not to be considered in construing these Bylaws.

CONSTRUCTION. Unless otherwise defined herein, or the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Alabama Nonprofit Corporation Law, as amended from time to time, shall govern the construction of these Bylaws.

PROXIES AND POWERS OF ATTORNEY. These bylaws do not permit appearance, voting, or ballot casting by proxy. However, all such references to the ban of such a proxy or proxies in these Bylaws shall exclude a valid Durable Powers of Attorney (called a "DPA") recorded in the Probate Court of the County of residence of the declarant therein (the person giving the power). An Agent or Attorney-in-Fact named in such DPA may act on behalf of a Voting Member pursuant to such DPA, provided that a)

such Agent or Attorney-in-Fact named in such DPA submits to the HHSQBC a certified copy of such DPA as recorded in the county probate court; b) the powers of such Agent or Attorney-in-Fact listed in such DPA include or are broad enough to include acting for the declarant in the exercise of his or her Rights under these Bylaws; and c) such Agent or Attorney-in-Fact submits to the HHSQBC in advance of the exercise of such DPA a signed affidavit attesting that said DPA is in full force and effect. It is a declarant's sole responsibility to notify the HHSQBC of any revocation of such DPA and in such case, shall provide a signed copy of such revocation to the HHSQBC.

PRONOUNS. Without limiting the generality of the foregoing, all pronouns shall be deemed to be the masculine, feminine, neuter, singular or plural as the identity of the person or persons may require.

IN WITNESS WHEREOF, the Directors of the HHSQBC, by their signature hereto, by Unanimous Board Vote hereby adopt the above and foregoing as the official Bylaws of HUEYTOWN HIGH SCHOOL QUARTERBACK CLUB, INC. this the 26th day of June, 2023.

Michael Moore

Steve LaFoy

David Smithey

Jenny Stanley

Kevin Brown

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the Amended and Restated Bylaws of **HUEYTOWN HIGH SCHOOL QUARTERBACK CLUB, INC.**, an Alabama nonprofit corporation, effective as of the 26th day of June, 2023.

IN WITNESS WHEREOF, I hereunto set my hand, this 26th day of June, 2023.

Secretary