

BY-LAWS
OF
LAWSON STATE COMMUNITY COLLEGE FOUNDATION

ARTICLE I

Members

The Corporation shall have no members.

ARTICLE II

Board of Directors

Section 1. Number. The number of Directors shall be fourteen (14), and the number of Directors shall never be increased or decreased except by amendment to these By-Laws. Since this Corporation has no members of any class, the management of the business and affairs of the Corporation shall be vested in its Board of Directors. The Directors constituting the first Board of Directors are named in the Articles of Incorporation of this Corporation.

Section 2. President of Lawson State Community College. The President of Lawson State Community College shall serve ex-officio as a Director of the Corporation.

Section 3. Election and Terms of Remaining Directors. The Directors constituting the initial Board of Directors are named in the Articles of Incorporation of this Corporation. As soon as possible following incorporation, the initial Board shall elect the terms

of the members of the initial Board as follows: The President of Lawson State Community College shall continue to serve as a member of the Board of Directors as long as he or she serves as President of Lawson State Community College. Four (4) Directors (Class One) shall be elected for a term of one (1) year; five (5) Directors (Class Two) shall be elected for a term of two (2) years; and five (5) Directors (Class Three) shall be elected for a term of three (3) years. Thereafter, members of the Board of Directors shall be nominated by the current Directors and approved by the President of Lawson State Community College and the Chancellor of Post-Secondary Education of the State of Alabama. Except for the members of the initial Board of Directors, all Directors shall be elected for a term of three (3) years at the annual meeting of the Directors. Directors may be reelected for successive terms.

Section 4. Ex-Officio Directors. A person shall serve as an ex-officio member of the Board of Directors so long as he or she holds the said ex-officio position with his or her respective organization. Immediately upon termination by resignation or otherwise from his or her position with his or her respective organization, his or her membership on the Board of Directors shall automatically cease. The successor to his or her position, whether appointed in interim or regularly, shall ipso facto become an ex-officio member of the Board of Directors. When an interim appointee to the aforesaid position has been replaced by a regular appointee, then the membership of the interim appointee on the Board shall automatically cease and the regular appointee shall automatically become the Board member in his or her stead. If such position is vacant and no person is designated to act in said position on an interim basis, the respective ex-officio position on the Board of Directors shall remain vacant until such position

is filled, but the Board shall continue to function and operate fully, and such vacancy shall not be deemed a default of the first paragraph of this Article.

Section 5. Removal. Any member of the Board of Directors may be removed as a member at any time and without assigning any cause therefor, by the affirmative majority vote of the remaining members of the current Board of Directors, and written notification of such removal to such Director so removed, who shall, forthwith upon receipt of such notice, be considered as removed from the Board of Directors.

Section 6. Vacancies. Except as provided under Article II, Section 4 hereinabove, whenever a vacancy occurs on the Board of Directors as a result of the death, resignation, removal, refusal, ineligibility or inability to serve, or otherwise, of any of the Directors under the provisions prescribed in these Bylaws, the remaining Directors shall as promptly as possible following the occurrence of such vacancy, nominate a successor, which person must be approved by the Chancellor of Post-Secondary Education of the State of Alabama and the President of Lawson State Community College, and who shall likewise hold office as a member of the Board until a successor is elected in his stead. Every such successor Director so elected and designated from time to time shall have, possess and exercise all the powers, authority, and discretion conferred upon the first and original Board of Directors, as fully and effectively as though such successor were named in the Articles of Incorporation as one of the members of the first Board of Directors.

Section 7. Representatives of the Supported Organization. At all times, a majority of the members of the Board of Directors shall be comprised of representatives of the organization supported by the Corporation.

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board of Directors.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

Section 10. Notice of Meetings. Unless otherwise provided in these By-Laws, notice of meetings, both regular and special, shall be given not less than two (2) days in advance of said meeting. Such notice may be by mail, telegram, telephone or may be verbal. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted, or the purpose of, any regular or special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 11. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum is present when a meeting is convened, the Directors present may continue to do business, taking action by a vote of the quorum, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum, or the refusal of any Director present to vote.

Section 12. Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, and if such written consent is filed with the minutes of proceedings of the Board of Directors.

ARTICLE III

Officers

Section 1. Officers. The Board of Directors shall elect a President, a Secretary and a Treasurer, one or more Vice Presidents, and from time to time may appoint such Assistant Secretaries, Assistant Treasurers, and such other officers, agents and employees as it may deem proper. Any two (2) offices may be held by the same person, except the offices of President and Secretary.

Section 2. Terms. The term of office of all officers shall be one (1) year and until their respective successors are elected and qualified. Any officer may be removed from office, either with or without cause, at any time by the affirmative vote of a majority of the members of the Board of Directors then in office. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors.

Section 3. President. The President shall be the principal executive officer of the Corporation and shall have in his or her charge the general direction and promotion of its affairs with authority to do such acts and to make such contracts as are necessary or proper to carry on the activities of the Corporation. He or she shall preside over all official meetings of the Corporation, and shall also perform those duties which usually devolve upon a president

of a corporation under the laws of the State of Alabama. The President may, during the absence of any officer, delegate said officer's duties to any other officer or director.

Section 4. Vice President. The Vice President, in the absence or disability of the President, shall perform the duties of the President and shall perform such other duties as may be delegated to him or her from time to time by the Board of Directors.

Section 5. Secretary. The Secretary shall issue notices of all meetings, shall keep the minutes of all meetings, shall have charge of the seal of the Corporation, if any, shall serve as custodian for all corporate records, and shall make such reports and perform such duties as are incident to his or her office or which may be delegated to him or her by the President or Board of Directors.

Section 6. Treasurer. The Treasurer shall render to the President and Board of Directors at such times as may be requested an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties as are incident to the office or as may be delegated to that office by the President or by the Board of Directors.

ARTICLE IV

Advisory Committee

The Board of Directors may appoint at least two (2) Directors from their number to serve on one or more advisory committees, and at any time may appoint additional members thereto. The members of any such committee shall serve as such at the pleasure of the Board of Directors. Such advisory committees shall advise with and aid the officers of the Corporation

in all matters designated by the Board of Directors, subject to the restrictions imposed by Code of Alabama 1975, Section 10-3A-38. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure. The members of any advisory committee shall not receive any stated salary for their services as such, but may be reimbursed for any actual expenses incurred in the performance of duties on behalf of the Corporation.

ARTICLE V

Indemnification

Section 1. Indemnification in Actions Arising Out of Capacity as Officer, Director, or Employee Acting in a Management Capacity on Behalf of the Corporation. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, or employee acting in a managerial capacity on behalf of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or

proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification in Actions by or in Right of Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee acting in a managerial capacity on behalf of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Indemnification When Successful. To the extent that a director, officer, or employee acting in a managerial capacity on behalf of the Corporation has been successful in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article V, or in defense of any claim, issue or matter therein, he or she shall be indemnified against any and all expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith, notwithstanding that he or she has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

Section 4. Determination of Meeting Applicable Standard. Any indemnification under Sections 1 and 2 of this Article V (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article V. Such determination shall be made either:

(a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful with respect to, such claim, action, suit or proceeding; or

(b) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. Payment of Expenses in Advance of Disposition of Action. Any and all expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in Section 4 of

this Article V upon receipt of an undertaking by or on behalf of the director, officer, or employee to repay such amount if and to the extent that it shall be ultimately determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article V.

Section 6. Non-exclusivity of Article V. The indemnification authorized in and provided by this Article V shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of articles of incorporation, bylaw, agreement, or vote of the Board of Directors, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Corporation may purchase and/or maintain insurance on behalf of any person who is or was a director, officer, or employee acting in a managerial capacity on behalf of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation is required or permitted to indemnify him or her against such liability under the provisions of this Article V or any statute.

Section 8. Amendment of this Article V. This Article V of the By-Laws shall not be altered, amended, or repealed unless by and with the unanimous consent and approval of the Board of Directors.

ARTICLE VI

Investments

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

ARTICLE VII

Amendments

These By-Laws shall not be altered, amended or repealed unless by and with the consent and approval of a majority of the Directors.

ARTICLE VIII

Contracts

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or

employee shall have any power or authority to bind the Corporation by any contract or agreement or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

ARTICLE IX

Exempt Activities

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

ARTICLE X

Compensation

The officers and Directors of this Corporation shall receive no compensation for their services as such. They may, however, make payments for such clerical assistance and for such professional services as they deem necessary for the conduct of the affairs of the Corporation. Under no circumstances shall the Corporation make loans to officers and Directors.

ARTICLE XI

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.