

**BYLAWS
OF
LEADERSHIP VESTAVIA HILLS, INC.**

An Alabama Nonprofit Corporation (herein called "the Corporation")

ARTICLE I

The name of the Corporation shall be Leadership Vestavia Hills, Inc.

ARTICLE II

OBJECT

The Corporation is a nonprofit corporation formed and existing pursuant to the Alabama Non-Profit Corporation Act (Ala. Code 10-3A-1 et. seq), as amended. The primary purposes for which the Corporation was organized and exists are the purposes set forth in Article Three of the Articles of Incorporation of the Corporation, filed in the office of the Judge of Probate of Jefferson County, Alabama.

ARTICLE III

OFFICES

The principal office of the Corporation in the State of Alabama shall be located in the City of Vestavia Hills, County of Jefferson. The Corporation may have such other offices, either within or without the State of Alabama, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE IV

MEMBERS

Pursuant to the provisions of 10-3A-26(a) of the Code of Alabama (1975), and according to Article Four of the Articles of Incorporation of the Corporation, the Corporation shall have no members.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 General Powers. The business and affairs of **the Corporation** shall be vested in the Board of Directors.

Section 5.2 Number, Tenure and Qualifications. The number of Directors of the Corporation shall be established in accordance with Article Nine of the Articles of Incorporation of the Corporation. Directors must be graduates of one of the annual training classes offered by the Corporation.

Section 5.3 Election and Term. During each April, the Board of Directors shall elect and confirm the appointment of new directors in accordance with the provisions of Article Nine of the Articles of Incorporation of the Corporation. To preserve the nonpartisan identity of the Corporation, any Director that is a candidate for any elected office shall resign from the Board of Directors during the term of the electoral process and such vacancy should not be filled during such period. Upon the conclusion of such electoral process, and irrespective of the results, such person shall be restored to his or her position as a Director. Subject to the foregoing, public officials are eligible to serve as Directors.

Section 5.4 Resignation. Any Director of the Corporation may resign at any time either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.5 Removal. Any Director may be removed at any time with or without cause by a majority of the number of Directors in office immediately before the meeting considering such action.

Section 5.6 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director so elected to fill a vacancy shall be elected until the expiration of the term of the vacated directorship. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting, a regular meeting or at a special meeting of the Board of Directors called for that purpose.

Section 5.7 Compensation. Directors shall not be compensated for service on the Board of Directors of the Corporation, although Directors may be reimbursed in accordance within standards and limitations established by the Board of Directors from time to time for reasonable and necessary expenses incurred on behalf of the Corporation.

ARTICLE VI

MEETING OF DIRECTORS

Section 6.1 Regular Meetings. Meetings of the Board of Directors shall be held no less than quarterly. An annual meeting of the Board of Directors shall be held in April of each year, provided however, such annual meeting may be held at any other time or place which shall be specified in a notice given as hereinafter provided for special meetings. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Alabama, for the holding of additional regular meetings without other notice than such resolution.

Section 6.2 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President of the Corporation or by any five (5) Directors.

Section 6.3 Notice of Special Meetings. Notice of any special meeting shall be given at least two (2) days prior thereto by written notice. If mailed, such notice shall be deposited in the United States mail, properly addressed, with postage thereon prepaid, at least five (5) days in advance of the meeting date. If notice be given by facsimile transmission, such notice shall be deemed to be delivered when the facsimile is sent to the recipient's designated facsimile number, and transmission confirmed by machine generated receipt or personal confirmation by recipient. Notice by hand delivery will be deemed received when personally delivered to the recipient or when left with a responsible adult at the recipient's principal residence or place of permanent employment. 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. Neither the business to be transacted at, nor the business of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6.4 Quorum. A majority of the number of Directors fixed in accordance with the provisions of Article Nine of the Articles of Incorporation of the Corporation shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the Directors present may adjourn the meeting and reconvene from time to time without further notice. If a quorum is present when the meeting is convened, the Directors present may continue to do business, taking action by a vote of the majority of a quorum, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum present, or the refusal of any Director present to vote. If no number is so-fixed, a majority of the number of Directors in office immediately before the meeting begins shall constitute a quorum.

Section 6.5 Manner of Acting. Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6.6 Action by Consent. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if they consent in writing, setting forth the action so taken, which shall be signed by all of the Directors.

Section 6.7 Place of Meeting. The Board of Directors or the President may designate any place, either within or without the State of Alabama, as the place of meeting for any regular or special meeting of the Board of Directors. Members of the Board of Directors may participate in a meeting of such Board by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 6.8 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 6.9 Conduct of Meeting. All meetings of the Board of Directors shall be conducted in substantial conformity to Roberts' Rules of Order.

Section 6.10 Meeting Attendance. Attendance at all scheduled Regular and called Special Meetings of the Board of Directors is required. If a member of the Board of Directors is unable to attend a Regular or called Special Meeting, he or she must submit written notice to the president prior to the meeting. Any member who is absent from 2 or more meetings without prior approval from the president may be removed from the Board of Directors in accordance with the provisions of Article V Section 5.5 of the By-Laws.

ARTICLE VII

OFFICERS

Section 7.1 Officers of the Corporation. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. No officers shall hold more than one office. The failure of the Board of Directors to elect any officer other than a President and a Secretary shall not constitute a violation of these bylaws.

Section 7.2 Election and Term of Office. Except for the President, the officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the annual meeting for terms beginning June 1 in each year of the election and ending May 31 of the following year. If the election of officers shall not be held at such meeting, such election shall be as soon thereafter as conveniently may be possible. Each officer shall hold office for one year or until his or her successors shall have been duly elected and confirmed, or until his or her death or until he or she shall resign or shall have been removed in a manner hereinafter provided.

Section 7.3 Removal. Any officer elected or appointed by the Board of Directors may be removed, with or without cause, at any time, by the affirmative vote of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create any contract right in favor of such officer.

Section 7.4 Vacancies. A vacancy in any office elected or appointed by the Board of Directors because of death, resignation, removal, disqualification or otherwise may, but is not required to, be filled by the Board of Directors for the unexpired portion of the term.

Section 7.5 President. The President shall: (a) be the chief executive officer of the Corporation charged with the responsibility for the daily operation of the Corporation and its facilities, subject to the general supervision, direction and control of the Board of Directors; (b) appoint all committees of the Corporation; (c) sign, with the Secretary, or any other proper officer of the Corporation "hereunto authorized by the Board of Directors, any deeds, leases, mortgages, bonds, 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 delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; (d) serve a one-year term as an ex-officio, nonvoting member of the Board of Directors and Chair of the Advisory Committee immediately following the conclusion of his/her presidency; and (e) in general perform all duties incident to the office of President as from time to time may be assigned to him or her by the Board of Directors.

Section 7.6 Vice President. The Vice President shall be the President-Elect of the Corporation and shall serve as President of the Corporation during the year following the expiration of his or her term as Vice President. In the absence of the President or in the event of the death, inability or refusal to serve of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Vice President shall otherwise perform such other duties as from time to time may be assigned to him or her by the Board of Directors or by the President.

Section 7.7 Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such officer by the President or by the Board of Directors.

Section 7.8 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and (c) in general perform all of the duties as from time to time may be assigned to such officer by the President or by the Board of Directors.

ARTICLE VIII

COMMITTEES

Section 8.1 Creation. The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees, each committee to consist of at least two or more of the Directors of the Corporation, which, to the extent provided in such resolution or resolutions, shall have and may exercise all the authority of the Board of Directors except that no such committee shall have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, adopting the sale, lease, mortgage, exchange or other disposition of all or substantially all of the property and assets of the Corporation, or any part of its property otherwise than in the usual and regular course of its business, adopting a voluntary dissolution of the Corporation or revocation thereof, filling vacancies in the Board of Directors, or amending the bylaws of the Corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution or resolutions adopted by the Board of Directors. The designation of any such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it, him or her by law. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

A majority of the members of a committee created pursuant to this Article shall constitute a quorum, and the act by a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of such committee. A Director who is present at a meeting of a committee of the Board of Directors when corporate action is taken is deemed to have assented

to the action taken unless (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or to transacting business at the meeting, or (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting, or (c) he or she files written notice of his or her dissent or abstention with the presiding officer of the meeting before its adjournment or with the Corporation immediately after the adjournment of the meeting. Such right of dissent or abstention is not available to a Director who votes in favor of the action taken. The members of all committees shall be selected by the President of the Corporation who shall be selected by the Board of Directors.

The following shall be the standing committees designated by these bylaws and which shall continue in service until such time as these bylaws may be amended by the Board of Directors, with a description of their respective duties and responsibilities to be as follows:

Section 8.2 Nominating Committee. The Nominating Committee shall consist of not less than three (3) members of the Board of Directors, one of whom, to the extent possible, shall have served on the Nominating Committee in the immediately preceding year. The Nominating Committee shall prepare and offer to the Board of Directors a slate of candidates for the annual election of Directors and officers of the Corporation.

Section 8.3 Finance Committee. The Finance Committee shall review the proposed annual operating budget for the Corporation and present a recommended budget for consideration by the Board of Directors on a timely basis. It shall review the financial statements of the Corporation and annually review the Corporation's insurance policies and make recommendations for risk management. In general, the Finance Committee will perform all of the duties as from time to time as may be assigned to it by the President or the Board of Directors.

Section 8.4 Alumni Committee. The Alumni Committee shall consist of not less than three (3) members of the Board of Directors, one of whom, to the extent possible, shall have served on the Alumni Committee in the immediately preceding year. The Alumni Committee shall (a) plan, organize, and implement no less than two special events for the alumni; (b) keep alumni informed, to the extent possible, of all LVH and community-based events, happenings, etc.; and (c) notify alumni, to the extent possible, of all board, committee, community, etc. openings and leadership opportunities.

Section 8.5 Citizen of the Year Committee. The Citizen of the Year (COY) Committee shall consist of not less than three (3) members of the Board of Directors, one of whom, to the extent possible, shall have served on the COY Committee in the immediately preceding year. The COY Committee shall prepare and offer to the Board of Directors a slate of candidates for the annual COY awards, as well as, organize the awards ceremony. Disbursements and use of proceeds from the Citizen of the Year Awards Celebration shall be determined by the Board of Directors annually.

Section 8.6 Recruitment Committee. The Recruitment Committee shall consist of not less than three (3) members of the Board of Directors, one of whom, to the extent possible, shall have served on the Recruitment Committee in the immediately preceding year. The Recruitment Committee shall prepare and offer to the Board of Directors a slate of candidates for the upcoming Leadership Vestavia Hills Class.

Section 8.7 Scholarship Committee. The Scholarship Committee shall consist of not less than three (3) members of the Board of Directors, one of whom, is the Chair of Youth Leadership Vestavia Hills. The Scholarship Committee shall prepare and offer to the Board of Directors recommendations for the number, dollar amount, and recipients of college scholarships that are to be awarded. Recipients must be senior students and participants in the Youth Leadership Vestavia Hills program.

Section 8.8 Advisory Committee. The Advisory Committee shall consist of not less than seven (7) past members of the Board of Directors, one of whom, is the immediate past president of the Board of Directors, and will serve as Chair of the Advisory committee. The Advisory Committee shall review the operations of the Corporation and make recommendations. In general, the Advisory Committee will perform all of the duties and serve in an advisory capacity as from time to time may be assigned to it by the President or the Board of Directors.

Section 8.9 Ex-Officio. The President shall serve as an ex-officio, nonvoting member of each of the committees specified and described in this Article.

ARTICLE IX

EXCULPATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

No member of the Board of Directors of the Corporation shall be liable to anyone for any acts on behalf of the Corporation or any omissions with respect to the Corporation omitted by such person, except for his or her own willful or wanton misconduct, fraud or gross negligence. No member of the Board of Directors shall be liable to anyone for any act of neglect or default on the part of any one or more of the other Directors in the absence of specific knowledge on the part of such Director of such willful or wanton misconduct, fraud or gross negligence.

ARTICLE X

IMMUNITY OF VOLUNTEERS AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 10.1 Limitation of Liability. The members of the Board of Directors and the officers of the Corporation shall receive the full benefit of the immunity provided by The Volunteer Service Act, as set forth in § 6-5-336, Code of Alabama (1975), as well as the protection provided by § 10-11-1, et. seq., Code of Alabama (1975). Liability of a Director or officer of the Corporation is not eliminated or limited to the extent such person acts or omits to act in a manner which amounts to willful or wanton misconduct, fraud or gross negligence. Any amendment or repeal of this section shall be prospective only and shall not adversely affect any limitation on the liability of a Director or officer existing at the time of such amendment or repeal. In addition to the forgoing, a Director or officer of the Corporation shall not be liable to the fullest extent permitted by any provisions of the statutes of Alabama hereinafter enacted that further limits the liability of a Director or officer.

Section 10.2 Right to Indemnification. Directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent allowable, including attorneys fees, under the Alabama Non-Profit Corporation Act, more specifically § 10-3A-20(14) of the Code of Alabama (1975), or the provisions of any other applicable law.

Section 10.3 Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself or any person who is or was serving as a Director or officer, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article X.

Section 10.4 Savings Clause. If this Article X or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each board member and officer as to costs, charges and expenses (including attorneys fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, investigative or administrative to the full extent permitted by any applicable portion of this Article X that shall have not been invalidated to the fullest extent permitted by applicable law.

ARTICLE XI

GENERAL PROVISIONS

Section 11.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, 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 specific instances.

Section 11.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 11.3 Checks, drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 11.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 11.5 Seal. The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and such other words as the Board of Directors may prescribe.

Section 11.6 Waiver of Notice. Whenever any notice is required to be given to any Director of the Corporation under the provisions of these bylaws, the Articles of Incorporation, the provisions of the Alabama Non-Profit Corporation Act and any act amendatory thereof, supplementary thereto or substituted therefore, or the Alabama Constitution, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 11.7 Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on June 30, unless otherwise fixed by the Board of Directors.

Section 11.8 Bond. The Board of Directors may by resolution require any officer, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his or her respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

Section 11.9 Exempt Activities. Notwithstanding any other provisions of these bylaws, no Director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and its Regulations as they now exist or as they may hereafter be amended.

Section 11.10 Conflicts with Articles of Incorporation. In the event that any conflict or possibility of conflict arises between these bylaws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall prevail over and preempt the operation of these bylaws.

Section 11.11 Severance. In the event any article, paragraphs, section, or phrase of these bylaws shall be voided by or contrary to the provisions of the Alabama Non-Profit Corporation Act, it shall not affect or impair the validity and operation of the remaining provisions of these bylaws.

Section 11.12 By-Laws. These bylaws shall be reviewed by the Board of Directors annually.

Section 11.12 Captions and Interpretation. All captions found within these bylaws are utilized solely for the purposes of convenience and shall in no way be deemed to define, describe, extend, or limit the scope or intent of these bylaws or any provision contained therein. Whenever the masculine gender is used in these bylaws, it shall be deemed to include the feminine gender, and vice versa.

ARTICLE XII

AMENDMENTS

These bylaws (or any section thereof) may be altered, amended or repealed and new bylaws (or any section thereof) may be adopted by the Board of Directors, provided that at least two (2) days' prior written notice of any such proposed action has been first given to the Board of Directors.