# NAZAREE COMMUNITY DEVELOPMENT CORPORATION

An Alabama Non-Profit Corporation

# BYLAWS

## ARTICLE I
## NAME

**Section 1 Name.**

The name of this corporation shall be Nazaree Community Development Corporation. The business of the corporation may be conducted as Nazaree Full Gospel School.

**Section 2. Independent Status.**

This corporation is a separate legal and tax entity from Nazaree Full Gospel Church. While it maintains a collaborative mission with the church, it is governed by its own independent board of directors and is not a subordinate, branch, or integrated auxiliary of any other organization for federal tax purposes. The corporation shall maintain its own federal employer identification number (EIN) and apply for its own recognition of tax-exempt status under Section 501(c)(3).

## ARTICLE II
## PURPOSES AND POWERS

**Section 1 Purpose.**

Nazaree Community Development Corporation is a non-profit corporation and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

**Section 2 Powers.**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

**Section 3 Non-Profit Status and Exempt Activities Limitation.**

**a.** Non-Profit Legal Status. Nazaree Community Development Corporation is established as an Alabama Non-Profit Public Benefit Corporation, a faith based organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

**b.** Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, 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 as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such code and regulations as it now exists or may be amended. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Certificate of Incorporation and these Bylaws.

**c.** Political Restriction. The organization shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

**d.** Election Regarding 2026 Legislative Amendments. Pursuant to the 2026 amendments to the Alabama Business and Non-Profit Entities Code (HB248), and as established in the Certificate of Incorporation, the Corporation hereby elects to opt out of the amendatory provisions of Chapter 3A of Title 10A of the Code of Alabama to the maximum extent permitted by law. This election is made to preserve the specific governance structures as it relates to the mission

**e.** Distribution Upon Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the

county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to Nazaree Community Development Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Alabama to be added to the general fund.

## ARTICLE III
## MEMBERSHIP

**Section 1 Non-Membership Organization.**

The corporation shall have no members as defined by the Alabama Non-Profit Corporation Act. No person shall have any right to vote, or any right, title, or interest in or to the corporation, its properties, or its assets. All power of the corporation shall be vested in the board of directors as described in these Bylaws.

**Section 2 Faith-Based Organization.**

**a.** Religious Foundation. Nazaree Community Development Corporation is a faith-based organization rooted in the Christian tradition. The corporation operates as an expression of the Board's religious convictions and its commitment to the mission.

**b.** Ecclesiastical Autonomy. As a faith-based entity, the corporation reserves its right to operate in a manner consistent with its religious beliefs. All programs, mission volunteer activities, and partnerships shall be conducted in alignment with these core values.

**c.** Religious Standards for Volunteers. To maintain the integrity of the mission, all volunteers and affiliates are expected to respect and act in accordance with the faith-based values and the mission established by the Board of Directors.

**Section 2 Affiliates and Mission Volunteers.**

a. Designation. The board of directors may designate certain individuals or groups as "affiliates" or "mission volunteers."

b. Purpose. These individuals support the corporation's mission through prayer, labor, or financial contributions.

c. No Governance Rights. This status is honorary or functional only and does not confer voting rights or participation in legal governance.

d. Standards of Conduct. All volunteers must act consistently with the mission. The board or the executive director shall have the sole and absolute discretion to revoke status or dismiss a volunteer at any time, with or without cause.

**Section 3 Community Partnerships.**

a. Collaborative Alliances. To effectively carry out the mission, the corporation may enter into collaborative partnerships with churches, businesses, and other nonprofits.

b. Mission Alignment. No partnership shall be established with any entity whose values or conduct are fundamentally at odds with the mission. The board or executive director shall have final authority to approve or terminate any formal community partnership.

c. No Agency. No partnership shall create a legal "agency" or "partnership" that makes the corporation liable for the debts, actions, or omissions of an outside entity. Neither shall any partner have authority to bind the corporation to any contract or obligation without express written board approval.

## Article IV
## Board of Directors

**Section 1 Number of Directors.**

Nazaree Community Development Corporation shall have a board of directors consisting of at least three (3) and no more than fifteen (15) directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of

staggering the terms of directors. The specific number of directors may be fixed or changed from time to time within this range by a resolution adopted by the board of directors.

**Section 2 Powers.**

**a.** The policies of the corporation shall be determined, and its affairs shall be managed, by its board of directors. All powers of the corporation may be exercised by or under the authority of the board of directors. The directors shall act only as a board of directors, or as a committee thereof, individual directors shall have no power as such. Directors need not be citizens of the United States, nor residents of the state of Alabama.

**b.** Each director shall discharge his or her duties in good faith and in a manner the director reasonably believes to be in the best interests of the corporation. In discharging such duties, a director is entitled to rely on information, opinions, reports, or statements prepared or presented by officers or legal counsel whom the director reasonably believes to be reliable and competent in the matters presented.

**Section 3 Terms.**

**a.** All directors shall be elected to serve a one (1) year initial term. After the initial term, a director may, by board election, serve three (3) year terms. Terms may be extended until a successor has been elected. The board of directors shall have the sole and exclusive authority to elect, appoint, and remove directors. No outside person or entity, including Nazaree Full Gospel Church, shall have the power to appoint or veto the selection of directors. This ensures the corporation maintains the independent governance required for stand-alone 501(c)(3) status.

**b.** Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

**c.** Directors may serve terms in succession.

**d.** The term of office shall be considered to begin January 1 and end December 31 of the first year in office, unless the term is extended until such time as a successor has been elected.

**Section 4 Qualifications and Election of Directors.**

In order to be eligible to serve as a director on the board of directors, the individual must be nineteen (19) years of age and a mission volunteer or affiliate designated by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

**Section 5 Vacancies.**

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

**a.** Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

**Section 6 Removal of Directors.**

A director may be removed by two-thirds (⅔) vote of the board of directors then in office, if:

**a.** the director is absent and unexcused from two or more meetings of the board of directors in a twelve (12) month period. The chair is empowered to excuse directors from attendance for a reason deemed adequate by the chair. The chair shall not have the power to excuse him/herself from the board meeting attendance and in that case, the vice chair shall excuse the chair. or:

**b.** for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

**Section 7 Board Meetings.**

**a.** Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice

delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice sent by electronic mail or facsimile shall be effective only if the director has previously consented in writing or by electronic record to receive notices in such a manner. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified. The acceptance of a position on the board of directors shall constitute written consent to receive notices via electronic mail to the address provided by the director, unless a director provides a written request for an alternative notification method.

**b.** Special Meetings. Special meetings of the board may be called by the chair, vice chair, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least two (2) days' notice to each director of the date, time, and place, but not the purpose, of the meeting. If notice of a special meeting is given by electronic transmission, it shall be effective only if the director has consented to receive notice in that manner.

**c.** Waiver of Notice. Any director may waive notice of any meeting, in accordance with Alabama law.

**Section 8 Manner of Acting.**

**a.** Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

**b.** Majority Vote. Except as otherwise required by law or by the Certificate of Incorporation, 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.

**c.** Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the motion shall be considered failed. The Board may then, by majority consent, table the matter for further deliberation at a subsequent meeting to seek consensus.

**d.** Participation. Except as required otherwise by law, the Certificate of Incorporation, or these Bylaws, directors may participate in a regular or special

meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call. In any meeting held via remote communication, all participating directors must be able to simultaneously hear each other throughout the meeting to satisfy quorum and participation requirements under the Alabama Business and Non-Profit Entities Code.

**e.** Inspector of Elections. The board of directors may, in its discretion, appoint one or more inspectors of election to act at any meeting of the directors. The inspector shall determine the existence of a quorum, verify the validity of any votes or proxies, count all votes, and certify the results. An inspector may be a director or officer but may not be a candidate for an office being voted upon in that specific election.

**Section 9 Compensation for Board Service.**

**a.** All-Volunteer Board. Directors shall serve without compensation for their services as members of the board of directors. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director.

**b.** Reimbursement of Expenses. Notwithstanding the volunteer nature of the board, directors may be reimbursed for reasonable and necessary out-of-pocket expenses actually incurred in the performance of their duties (such as travel, mission-related materials, or administrative costs).

**c.** Accountable Plan Requirement. All reimbursements must be made in accordance with an "accountable plan" as defined by the IRS. This requires that the director:

**i.** Incurred the expense for a mission-related business purpose;

**ii.** Adequately accounts for the expense with original receipts or documentation within sixty (60) days; and

**iii.** Returns any excess reimbursement within a reasonable period.

**d.** Designated Officer Approval. To maintain fiscal integrity and mission alignment, all director reimbursements must be approved by a designated officer before payment is issued.

**Section 10 Compensation for Professional Services by Directors.**

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board conflict of interest policy and state law. Any such compensation must be approved in advance by the disinterested members of the Board. The Board shall base its decision on comparability data, such as surveys of compensation for similar positions in similar organizations, to ensure the amount is reasonable and fair. The deliberation and the data used for the decision shall be documented in the meeting minutes

**Section 11 Ratification of Defective Actions.**

The board of directors may ratify any action that was not properly authorized at the time it was taken. Any action so ratified shall have the same effect as if it had been originally authorized by the board. The board shall follow the procedures for the ratification of defective corporate actions as set forth in Article 9 of the Alabama Non-Profit Corporation Act.

## ARTICLE V
## COMMITTEES

**Section 1 Committees.**

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

**a.** take any final action on matters which also requires board members' approval or approval of a majority of all members;

**b.** fill vacancies on the board of directors of in any committee which has the authority of the board;

**c.** amend or repeal Bylaws or adopt new Bylaws;

**d.** amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;

e. appoint any other committees of the board of directors or the members of these committees;

f. expend corporate funds to support a nominee for director; or

g. approve any transaction;

i. to which the corporation is a party and one or more directors have a material financial interest; or

ii. between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

**Section 2 Categories.**

a. Board Committees. Committees that exercise the legal authority of the board (such as a finance or audit committee) must consist of two (2) or more directors.

b. Executive Committee. The board of directors may appoint an executive committee consisting of the chair, and at least one other director. To the extent provided in the resolution or these Bylaws, the executive committee shall have and exercise the authority of the board of directors in the management of the corporation between meetings of the board. However, no committee shall have the authority to amend the Certificate of Incorporation, the Bylaws, or the mission.

c. Advisory Committees. The board may appoint advisory committees or "mission teams" composed of non-director volunteers to provide expertise or labor for specific projects. These advisory committees shall not have the legal authority to bind the corporation.

d. Board's Appointment. To ensure all specialized work remains in steadfast alignment with the mission, the board shall have the right to appoint the chair of any committee (board, executive, or advisory).

**Section 3 Meetings and Action of Committees.**

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

**Section 4 Informal Action by the Board of Directors.**

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes valid writing. To ensure compliance with the Alabama Business and Non-Profit Entities Code, any action taken by written consent via electronic mail shall require the unanimous consensus of the directors then in office, unless the Certificate of Incorporation specifically authorizes a lower threshold for such actions.

## ARTICLE VI
## OFFICERS

**Section 1 Officers.**

The officers of the corporation shall be a chair of the board of directors, vice chair (optional), secretary, treasurer, executive director, director of operations, and a bookkeeper all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

**Section 2 Term of Office.**

The chair, vice chair, secretary, and treasurer shall serve a one (1) year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of his/her terms or to fill a vacancy in an officer position, each officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected. The executive director, director of operations, and bookkeeper shall service, without a vote, during their respective term of employment with the corporation as the executive director, director of operations, and bookkeeper, respectively.

**Section 3 Removal and Resignation.**

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

**Section 4 Chair.**

The chair shall be the chief volunteer officer of the corporation. The chair shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

**Section 5 Vice Chair.**

In the absence or disability of the chair, the ranking vice chair or vice chair designated by the board of directors shall perform the duties of the chair. When so acting, the vice chair shall have all the powers of and be subject to all the restrictions upon the chair. The vice chair shall have such other powers and perform such other duties prescribed for them by the board of directors or the chair. The vice chair shall normally accede to the office of chair upon the completion of the chair's term of office.

**Section 6 Secretary.**

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the chair. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

**Section 7 Treasurer.**

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the chair. The treasurer may appoint, with approval of the board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

**Section 8 Executive Director.**

The executive director shall be the chief executive officer of the corporation. The executive director shall have general supervision over the affairs of the corporation, and shall perform all duties incident thereto and have such power as may from time to time be assigned by the board of directors. The executive director shall have the power, subject to the policies set by the board of directors and by law, to employ, terminate, fix duties and salaries, establish standards, and evaluate employees of the corporation. The executive director may sign, with the director of operations or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed.

**Section 9 Director of Operations.**

The director of operations shall manage the daily administrative and logistical functions of the corporation's programs and facilities. The director of operations shall lead the coordination of staff and affiliates in performing operational duties, ensure the maintenance of corporate property, and implement the policies established by the board of directors. The director of operations shall report to the executive director and shall perform all other duties incident to the office or properly required by the board.

**Section 10 Bookkeeper.**

The bookkeeper shall maintain the daily financial ledgers and books of account for the corporation. The bookkeeper shall record all transactions, reconcile bank statements, and manage the system of receipts and invoices to ensure all financial records are audit-ready. Working under the director of operations, the bookkeeper shall provide the necessary data for financial reporting and perform all other duties incident to the office or properly required by the board.

**Section 11 Non-Board Officers.**

The board of directors may designate additional non-board officer positions of the corporation and may appoint and assign duties to other officers of the corporation.

**Section 12 Compensation for Non-Board Officers.**

Salaries or other compensation of the non-board officers may be fixed from time to time by the board of directors, provided that such salaries and compensation shall not be excessive in amount and shall be for services which are reasonable and necessary for performance of the corporation's activities and affairs. The Board shall document in the minutes that non-board officer compensation was determined to be fair and reasonable by using comparability data from similar non-profit organizations for similar positions, and no non-board officer shall be present during the vote on their own salary. The Board shall contemporaneously document the specific comparability data or surveys relied upon in the meeting minutes to satisfy the IRS requirements for the rebuttable presumption of reasonableness.

**Section 13 Bonds.**

If required by the board of directors, any officer shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board for the faithful

performance of the duties of their office and for the restoration to the corporation of all books, papers, vouchers, money, and other property of every kind in their possession or under their control belonging to the corporation.

## ARTICLE VII
## CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

**Section 1 Contracts and other Writings.**

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the executive director with the director of operations or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

**Section 2 Checks, Drafts.**

All checks, drafts, or other orders for payment of money, notes, or other evidence 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.

a. Dual Signature Policy. To ensure stewardship of the mission, any expenditure exceeding $5,000.00 shall require two (2) authorized signatures, one of which must be the treasurer or the executive director.

**Section 3 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 depository as the board or a designated committee of the board may select.

**Section 4 Loans.**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

**Section 5 Indemnification.**

a. Standard of Liability. A director shall not be personally liable to the corporation for money damages for any action taken, or any failure to take any action, as a director, except liability for (i) the amount of a financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the corporation; or (iii) an intentional violation of criminal law.

b. Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

c. Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

d. Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (i) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (ii) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

e. Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Alabama Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

f. D&O Insurance. The corporation may choose to maintain Directors and Officers (D&O) insurance to provide the financial means to fulfill its indemnification obligations. This insurance is an option for the Board to pursue if it determines that doing so is in the best interest of the mission and the protection of its leadership.

The corporation shall also have the authority to advance expenses, including attorneys' fees, incurred by a director or officer in defending any proceeding in advance of its final disposition, provided the individual provides a written undertaking to repay the advance if it is ultimately determined they did not meet the required standard of conduct.

## ARTICLE VIII
## MISCELLANEOUS

**Section 1 Books and Records.**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Certificate of Incorporation and Bylaws as amended to date. Directors may inspect records for a proper purpose upon ten (10) business days' written notice.

**Section 2 Form of Records.**

Records may be kept in written form or in any other form capable of being converted into written form within a reasonable time (such as digital cloud storage).

**Section 3 Fiscal Year.**

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

**Section 4 Conflict of Interest.**

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board delegated powers. In accordance with this policy:

a. Disclosure. Any director, officer, or committee member with a financial interest in a transaction under consideration must disclose all material facts to the Board.

b. Recusal. The person with the conflict shall not be present during the discussion or the vote on the transaction.The Board shall, if properly manageable, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement

c. Documentation. The minutes shall reflect the disclosure, the recusal of the interested party, and the Board's determination as to whether the transaction is in the corporation's best interest.

d. Annual Disclosure Statements. Each director, officer, and member of a committee with board-delegated powers shall annually sign a statement which affirms such person: (a) Has received a copy of the conflict of interest policy, (b) Has read and understands the policy, (c) Has agreed to comply with the policy, and (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 5 No Loans to Directors or Officers.**

In accordance with Alabama Code § 10A-3A-8.33, no loans shall be made by the corporation to its directors or officers. This ensures all resources remain dedicated solely to the purpose.

**Section 6 Non-Discrimination Policy.**

a. Inclusive Service. In accordance with the mission to "love our neighbor," the corporation does not and shall not discriminate on the basis of race, color, national origin, age, or disability in any of its activities or operations.

b. Religious Identity. As a faith-based organization, the corporation reserves the right to select its leadership (directors and officers) affiliates, and volunteers based on their shared commitment to the mission, as permitted by law for religious organizations. The board of directors or executive director shall have the final authority to determine if an individual's or entity's conduct is in alignment with the mission.

**Section 7 Charitable Registration.**

The Secretary shall ensure the corporation remains in compliance with the Alabama Charitable Solicitations Act (Ala. Code § 13A-9-71). The corporation shall file its initial registration and annual renewals with the Alabama Attorney General's Office within 90 days of the close of the fiscal year.

**Section 8 Bylaw Amendment.**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the board, provided, however,

**a.** that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

**b.** that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds (⅔) vote of the board of directors then in office.

**c.** that all amendments be consistent with the Certificate of Incorporation.

## ARTICLE IX
## COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Nazaree Community Development Corporation shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "voluntary Best Practice for U.S. Based Charities" is not mandatory, Nazaree Community Development Corporation willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Nazaree Community Development Corporation shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

## ARTICLE X
## DOCUMENT RETENTION POLICY

**Section 1 Purpose.**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Nazaree Community Development Corporation records.

**Section 2 Policy.**

**a.** General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Nazaree Community Development Corporation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management.

Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

**b.** Exception for Litigation Relevant Documents. Nazaree Community Development Corporation expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general

exception to any stated destruction schedule: If you believe, or Nazaree Community Development Corporation informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

**c.** Minimum Retention Periods for Specific Categories.

**i.** Corporate Documents. Corporate records include the corporation's Certificate of Incorporation, By-laws and IRS form 1023 and application for exemption. Corporate records should be retained permanently. IRS regulations require that the form 1023 be available for public inspection upon request.

**ii.** Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

**iii.** Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

**iv.** Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other board and board committee materials should be kept for no less than three years by the corporation.

v. Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

vi. Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

vii. Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

viii. Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

1. derives independent economic value from the secrecy of the information; and

2. has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

ix. Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

x. Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

xi. Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

xii. Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

xiii. Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

d. Electronic Mail. E-mail that needs to be saved should be either:

i. printed in hard copy and kept in the appropriate file; or

ii. downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

iii. Stored in a secure, backed-up digital archiving system or cloud-based professional storage designated by the corporation.

The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy. The corporation shall maintain these digital archives for the same duration required for physical records (e.g., seven years for tax-related correspondence).

## ARTICLE XI

## TRANSPARENCY AND ACCOUNTABILITY

## DISCLOSURE OF FINANCIAL INFORMATION WITH THE GENERAL PUBLIC

**Section 1 Purpose.**

By making full and accurate information about its mission, activities, finances, and governance publicly available, Nazaree Community Development Corporation practices and encourages transparency and accountability to the general public. This policy will:

**a.** indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public

**b.** indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public

**c.** specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

**Section 2 Financial, IRS documents, and Public Entity Filings.**

**a.** IRS Documents. Nazaree Community Development Corporation shall provide its Internal Revenue forms 990, 990-t, 1023 and 5227, Bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

**b.** Public Entity Filings. In accordance with the Alabama Business and Non-Profit Entity Code, the corporation shall also make available for public inspection any current statements of change regarding the registered agent, registered office, or board of directors filed with the Alabama Secretary of State.

**Section 3 Means and Conditions of Disclosure.**

Nazaree Community Development Corporation shall make "widely available" the aforementioned documents on its internet website once the website has been established to be viewed and inspected by the general public.

a. The documents shall be posted in a format that allows an individual using the internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

b. The website shall clearly inform readers that the document is available and provide instructions for downloading it.

c. Nazaree Community Development Corporation shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

d. Nazaree Community Development Corporation shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

**Section 4 IRS Annual Information Returns (form 990).**

Nazaree Community Development Corporation shall submit the form 990 to its board of directors prior to the filing of the form 990. While neither the approval of the form 990 or a review of the 990 is required under Federal Law, the corporation's form 990 shall be submitted to each member of the board of directors via (hard copy or email) at least ten (10) days before the form 990 is filed with the IRS.

**Section 5 Board.**

a. Board deliberations may be open to the public at the discretion of the board of directors or where the board passes a motion to make any specific portion open.

b. Board minutes may be open to the public once accepted by the board, providing the board of directors determines such disclosure is in the best interest of the corporation.

c. Papers and materials considered by the board may be open to the public following the meeting at which they are considered, except where the board deems any specific paper or material confidential.

**Section 6 Staff Records.**

a. All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

b. No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.

c. Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that

d. Staff records shall be made available to the board when requested.

**Section 7 Donor Records.**

a. All donor records shall be available for consultation by the donors concerned or by their legal representatives.

b. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.

c. Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;

d. Donor records shall be made available to the board when requested.

**Section 8 Public Support Monitoring.**

The Treasurer shall conduct an annual review of the corporation's public support status to ensure it continues to meet the requirements for a public charity under Section 509(a) of the Internal Revenue Code. A summary of this review shall be provided to the board of directors prior to the filing of the annual Form 990.

## ARTICLE XII
## CODES OF ETHICS AND WHISTLEBLOWER POLICY

**Section 1 Purpose.**

Nazaree Community Development Corporation requires and encourages directors, officers, and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Nazaree Community Development Corporation to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

**Section 2 Reporting Violations.**

If any director, officer, staff, or employee reasonably believes that some policy, practice, or activity of Nazaree Community Development Corporation is in violation of law, a written complaint must be filed by that person with the vice chair or the chair.

**Section 3 Acting in Good Faith.**

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

**Section 4 Retaliation.**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Nazaree Community Development Corporation and provides Nazaree Community Development Corporation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Nazaree Community Development Corporation shall not retaliate against any director, officer, staff, or employee who in good faith, has made a protest or raised a complaint against some practice of Nazaree Community Development Corporation or of another individual or entity

with whom Nazaree Community Development Corporation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Nazaree Community Development Corporation shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Nazaree Community Development Corporation that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

**Section 5 Confidentiality.**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**Section 6 Handling of Reported Violations.**

The chair or vice chair shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff or employees and they shall have the opportunity to ask questions about the policy.

## ARTICLE XIII
## AMENDMENT OF CERTIFICATE OF INCORPORATION

**Section 1 Amendment**.

Any amendment to the Certificate of Incorporation may be adopted by approval of two-thirds (⅔) of the board of directors.

## CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Nazaree Community Development Corporation were approved by the Nazaree Community Development Corporation board of directors on 05 / 31 / 2026 and constitute a complete copy of the Bylaws of the corporation.

Katrina L. Kinn

Secretary

Date: 05 / 31 / 2026