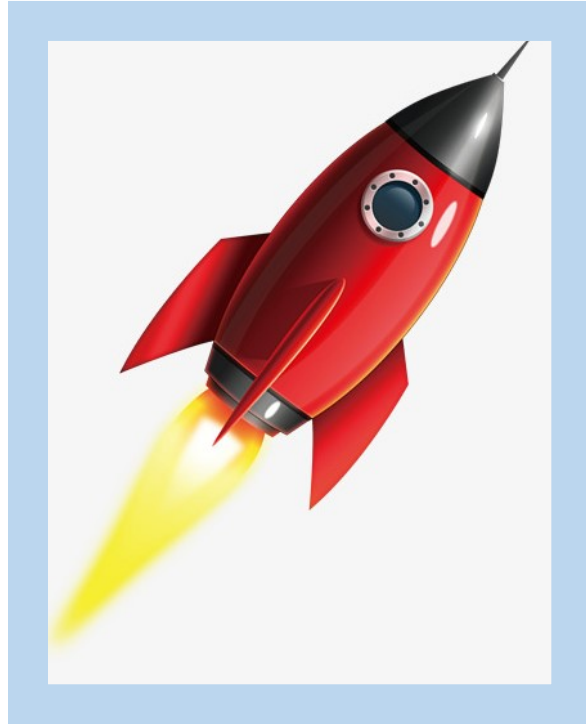


Rocket City Sisters



Bylaws of the Rocket City Sisters, Inc. Huntsville, Alabama

Adopted by the Board of Directors and General Membership

April 8, 2019

The Following are the Bylaws of the Rocket City Sisters:

Article I. NAME & OFFICES

Section 1

Name of Corporation: The name of this corporation shall be The Rocket City Sisters, Inc.

Section 2

Mailing Address: 2127 Penhall Drive NE, Huntsville, Alabama 35811*2220

Section 3

Change of Address: The designation of the county or state of the corporation's principle office may be changed by amendment of these bylaws. The Board of Directors may, by simple majority vote, change the principle office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws.

Article II. STATEMENT OF NONPORFIT PURPOSES

Section 1

IRS Section 501 ©(3) This corporation is organized exclusively for one or more of the purposes as specified in Section 501©(3) of the Internal Revenue Code of the United States of America, including for such purposes, the making of distributions to organizations that qualify as exempt, organizations under section 501©(3) of the same Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2

Specific Purposes and Objectives.

The specific objective of this corporation is a nonprofit public benefit charitable purpose. The primary purpose of the Rocket City Sisters is to perform public service in support of community development and enrichment, theatrical productions, and education of the public around important civic, social, and cultural themes.

The specific objectives and purpose of this organization shall be:

- a. to provide assistance to members of the community through nonprofit entities who directly offer support;
- b. to provide facilities, equipment and "safe spaces" to members and affiliates of the LGBTQIA community;
- c. to provide opportunities for participants to engage in recreational, competitive and educational workshops;
- d. to sponsor, host and/or participate in events and activities that promote the LGBTQIA community and acceptance of the community.

ARTICLE III. DISSOLUTION

Section 1.

Dissolution of Organization

Section 501(c)(3) requires that upon dissolution of the Rocket City Sisters, the remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes.

Article IV. HOW TO CHANGE POLICIES AND PROCEDURES AND BYLAWS

Any Policy and Procedure or Bylaw which comes into direct conflict with the primary purpose of the Rocket City Sisters as the organization grows and evolves shall be brought before, 1st the Board of Directors, 2nd the Officers of the Rocket City Sisters, and 3rd General Members of the Rocket City Sisters. A required simple majority vote from each shall amend a Policy and Procedure or Bylaw.

Article V. BOARD OF DIRECTORS

Section 1

Number of Directors.

The corporation shall have a minimum of 5 and no more than 15, with one of the Directors designated as Member at Large. Collectively, they shall be known as the Board of Directors.

Section 2

Qualifications.

Members of the Board of Directors shall be at least twenty-one (21) and shall be a full-time resident of the state of Alabama for a minimum of twelve (12) consecutive months.

Section 3

Powers.

Subject to the provisions of the laws of this state and any limitations in the Article of Incorporation and these Bylaws relating to action required or permitted to be taken or approved, the activities or affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4

Duties of the Board of Directors. It shall be the duties of the Board of Directors to:

- I. Perform any and all duties imposed collectively or individually by law, the Articles of Incorporation, or these Bylaws.
- II. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties of all officers and agents of the corporation. Officers and Directors serve on a voluntary basis without formal compensation.
- III. Supervise all Officers, and agents of the corporation to ensure that their duties are performed properly.
- IV. Adhere to the strictest standards of personal and professional integrity and execute sound fiduciary oversight of the proceeds raised by the corporation for charitable purposes and the maintenance of the corporation. Insure that the charitable work of the corporation is conducted with the highest degree of transparency and accuracy and that regular reports on the financial situation of the corporation (including the preparation of the budgets and forecasts) be completed on a quarterly basis and presented to the membership for review and approval and made available to the public through the corporations Website and upon request.
- V. Meet as such places as required by the Bylaws.
- VI. Register their addresses with the Secretary of the corporation whereby notices of meetings, mailed, or sent via the internet to them at such addresses shall be valid notices thereof.

Section 5

Compensation.

The Board of Directors members shall serve without any financial or other forms of compensation.

Section 6

Place of Meetings.

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such other places as may be designated from time to time by resolution of the Board of Directors. All meeting places shall be open to the public.

Section 7

Regular Board Meetings.

Regular meetings of the Board of Directors shall be held on the second (2nd) Sunday of each month (the Sunday prior to the General Members meeting) at 6:30pm. The Board Members shall be required to attend a minimum of 10 Board meetings per year to remain eligible to serve on the Board. General Member's meetings shall be held on the second (2nd) Monday of the month.

Section 8

Special Meetings.

Special meetings of the Board of Directors may be called by the President, Vice-President, Secretary, or Treasurer of the Board, or by any three Directors, or by any persons specifically authorized under the laws of the state of Alabama to call special meetings of the Board of Directors. Such meetings shall be held at the principle office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting. Notification shall be; in writing by certified postal delivery, email, or telephone not less than 48 hours prior to the meeting. The same shall apply to General Member meetings.

Section 9

Quorum for Meetings.

A quorum shall consist of two-thirds (2/3) of the authorized members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws or the laws of the State of Alabama, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which shall be entertained at such a meeting is a motion to adjourn.

Section 10

Majority Action as Board Action.

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or the laws of the State of Alabama require a greater percentage or different voting rules for approval of a matter by the Board.

Section 11

Conduct of Meetings.

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his/her absence, the Vice President of the corporation or, in the absence of both of these persons, by the Secretary of the corporation. The Secretary of the Board shall act as Secretary of all meetings of the Board, provided that, in his/her absence the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Robert's Rule of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or the laws of the State of Alabama.

Section 12

Minutes.

Official minutes will be kept of all Board of Directors meetings which will then be reviewed and approved at the following meeting by action of a majority of Directors. These minutes must be signed by the Secretary and President of the corporation and kept in hard-copy and electronically.

Section 13

Vacancies.

Vacancies on the Board of Directors shall exist whenever the number of Directors is less than five (5) for any of the following reasons: 1. On the death, resignation, or removal of any trustee. 2. Whenever the number of Directors is increased.

Any trustee may resign upon giving written notice to the Secretary of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. The acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved and ratified by the Board of Directors relating to the employment of any trustee of the corporation. No trustee may resign if the corporation would then be left without a duly elected trustee or Director in charge of its' affairs, except upon notice to the office of the Attorney General of the State of Alabama. Directors may be removed from office, with or without cause, at any regular meeting of the Board of Directors by a 2/3 vote of the Board of Directors. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provision of law, vacancies on the Board of Directors may be filled by majority approval of the Board of Directors. If the number of Directors in office then is less than a quorum, a vacancy on the Board may then be filled by approval of a majority of the Directors then in office or by the sole remaining trustee. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his/her death, resignation, or removal from office.

Article VI. OFFICERS.

Section 1

Designation of Officers.

The officers of the corporation shall be the President, a Vice President, a Secretary and a Treasurer. Other such officers with such titles and duties as may be determined from time to time by the Board of Directors.

Section 2

Qualifications.

Any duly qualified and elected trustee may serve as an officer of the corporation. Following the initial organization of the Board, the President must have served as a trustee for the year immediately preceding the year for which elections are being held.

Section 3

Resignation and Removal.

Any officer may resign effective upon giving written notice to the Secretary of the corporation. Unless the notice specifies a later time for the effectiveness of such resignation. The acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved and ratified by

the Board of Directors relating to the employment of any officer of the corporation. Any officer may be removed from office, with or without cause, at any regular meeting, by a 2/3 vote of the Board of Directors at any time.

Section 4

Duties of the President.

The President shall be the Chief Executive Officer of the Rocket City Sisters and shall, subject to the approval and control of the Board of Directors, supervise and control the affairs and the activities of the corporation and the activities of the officers. He/she shall perform all duties incident to his/her office and such other duties as may be required by the laws of the State of Alabama, by the Articles of Incorporation, these Bylaws, or, which may be prescribed, from time to time, by the Board of Directors. The President shall serve as the Board Chair and preside at all meetings of the Board of Directors and except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, he/she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may, from time to time, be authorized by the Board of Directors.

Section 5

Duties of the Vice President.

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President of the corporation shall perform all the duties of the President. And when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform other such duties as may be prescribed by the laws of the State of Alabama, the Articles of Incorporation, these Bylaws, or as may be prescribed, from time to time, by the Board of Directors. The Vice President shall also be responsible for the recruitment, orientation, development, and retention of members of the organization.

Section 6

Duties of the Secretary.

The duties of the Secretary shall be;

- A. Certify, and keep at the principal office of the corporation or at such other place as the board may determine and authorize, the original of the Bylaws, as amended or altered and bearing the registration stamp of the seal of the Secretary of State.
- B. Keep at the principle office of the corporation, or at such other place as the board may determine and authorize, a book of minutes of all minutes of the Board of Directors and all committees of the corporation, along with the minutes of the General Members meetings, recording therein the place of holding, whether regular or special, how called, how notice thereof was given, the names of those present at the meeting and the proceedings themselves.
- C. Ensure that all notices are duly given in accordance with the Articles of Incorporation, these Bylaws, and the laws of the State of Alabama.
- D. Be the custodian of the records and of the seal of the corporation and affix the seal, as authorized by the Board of Directors, the Articles of Incorporation, these Bylaws, or the laws of the State of Alabama to duly execute documents of the corporation.
- E. Exhibit, at any reasonable time, to any Director of the corporation, or to his/her agent or attorney, on request thereof, all records and documents of the corporation.
- F. In general, perform all duties incident to the duties of the office of Secretary and other such duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be assigned to him/her, from time to time, by the Board of Directors.

Section 7

Duties of the Treasurer.

The duties of the Treasurer shall be:

- A. Have charge and custody of, and be responsible for, all funds and securities of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors and the General Membership in agreement.
- B. Receive and give receipt of monies due and payable to the corporation from any source whatsoever.
- C. Disperse or cause to be dispersed, the funds of the corporation as may be directed by the Board of Directors and the General Membership, taking proper vouchers for such disbursements.
- D. Keep and maintain accurate and correct account of all the corporations' properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains and losses.
- E. Provide a written budget annually for review and approval of the Board of Directors and Membership of the corporation and present a regular update on the forecast for the organization on a quarterly basis and that these reports are made available, at a reasonable time, upon request to the public.
- F. Exercise fiduciary oversight of the revenues and resources of the organization guaranteeing that transactions are conducted in a transparent and accurate manner and that accurate and complete records are kept of all financial transactions.
- G. In general, perform all duties incident of the office of Treasurer and other such duties as may be required by law, the Articles of Incorporation, these Bylaws and the laws of the State of Alabama, or which may be assigned, from time to time, by the Board of Directors.

Section 8

Compensation.

Monies raised or collected by the Rocket City Sisters are to fund other charitable groups, and to fund the creation and maintenance of special cause's funds. Only when specified and approved by a simple majority vote may monies be raised in the forms of dues, fees, or through special events to pay for the operating costs of the organization. Individual Officers, Directors, or Members are not to be reimbursed for the cost of transportation, materials, or work missed. No Officer, trustee, or member shall receive compensation or remuneration of any kind. All labor is donated. We rely on the support, donation and volunteers from our community.

Article VII. DUES AND FEES.

Section 1

Each member of the Rocket City Sisters shall pay, within the time and upon the conditions set by the Board, any initiation fee and/or annual dues in the amount to fixed by the Board and ratified by the General Membership. The fees and dues shall be equal for each type of member, but the Board may, at its discretion, adjust the fees and dues.

Article VIII. COMMITTEES.

Section 1

Standing Committees.

The Board of Directors may create standing committees of the Board special tasks forces of limited duration and specific intent to assist with the work of the organization as deemed necessary from time to time and by the action of a 2/3 majority vote of the Board of Directors.

Meetings and Actions of the Board Committees.

Meetings and Actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meeting of the Board of Directors, with such changes in the context of the Bylaw provisions as are necessary to substitute the committee and members for the Board of Directors, and it's members, except that the time for regular and special meetings of committees may be fixed by the Board of Directors or by the committees to the extent that such rules and regulations are not inconsistent with the provisions of the Articles of Incorporation, these Bylaws, or the laws of the State of Alabama.

Article IX. FISCAL YEAR.

Section 1

For the purposes of accounting, budgets, reporting, and planning the fiscal year of this corporation shall begin on April 1 and end on March 31 and be organized under a quarterly reporting calendar.

Article X. CORPORATE RECORDS, REPORTS.

Section 1

Maintenance of Corporate Records.

The corporation shall keep at its principle office or at other such places as may be specified by resolution of the Board of Directors:

- I. Minutes of the meetings of the Board of Directors and of all other committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, how notice thereof was given, the names of those present at the meeting and the proceedings themselves.
- II. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets liabilities, receipts, disbursements, gains and losses.
- III. The original of the Articles of Incorporation, these Bylaws as adopted as well as any subsequent restated and amended Articles or Bylaws.
- IV. Records of the membership of the organization.
- V. Official archives of the organization that include records, souvenirs, published accounts or reports of significant events, fundraisers, or historically significant moments in the life of the organization.

Section 2

Directors Inspection Rights.

Every trustee shall have the absolute right, at any reasonable time, to inspect and copy all books, records, and documents of every kind, except for member's personal information, and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws or provisions of the laws of the State of Alabama.

Section 3

Membership Inspection Rights.

Any member of the organization shall have the absolute right, at any reasonable time, to inspect and copy all books, records, and documents of every kind, except for other member's personal information, and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the

Articles of Incorporation, other provisions of these Bylaws or provisions of the laws of the State of Alabama.

Section 4

Public Inspection Rights.

Any member of the general public shall have the absolute right, at any reasonable time, to inspect all books, records, and documents of every kind, except for member's personal information, and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws or provisions of the laws of the State of Alabama. Any inspection under this section may be made in person or by agent or by attorney with seven (7) days advance request presented in writing to the President and Secretary of the corporation. Such inspection rights under this section shall not include the right to copy or extract.

Section 5

Periodic Report.

The Board of Directors shall cause any annual or periodic report required under the law to be prepared and delivered to an office of this State, if any, to be so prepared and delivered within the time limits established by law.

Article XI. INTERNAL REVENUE CODE 501©3 TAX EXEMPT PROVISIONS

Section 1

Limitations of Activities.

No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501©3 of the Internal Revenue Code, and this corporation shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (i.) by a corporation exempt from federal income tax under section 501©3 of the Internal Revenue Code, or (ii.) by a corporation, contributions of which are tax deductible under Section 170©2 of the Internal Revenue Code.

Section 2

Prohibition against Private Inurnment.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, Directors, Officers, members, agents or other private persons, 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 of this corporation.

Article XII. CONFLICT OF INTEREST.

Section 1

Conflict of Interest Policy.

To maintain the highest standard of integrity for its decision-making, all Directors and Officers agree to be bound by a conflict of interest policy in which a conflict of interest is generally defined as any direct or indirect personal gain, on the part of Trustee or Officer, member or any persons affiliated with that Trustee or Officer or related to their activities, consultations, vendors or competing/collaborating organizations, that affects such Directors or Officers, members, or affiliated persons, or their respective families.

Section 2

Conflict of Interest Statement.

All Directors and Officers of the corporation must declare any conflict of interest and provide a written and signed statement declaring such conflicts. These statements must be filed annually at the first meeting of the fiscal year and are to be kept on file with corporate records. It is the duty of the Board Secretary to provide the necessary tool for filing such declarations and to maintain accurate records of these statements. Directors and Officers must immediately declare any conflict of interest that arises at any other time of the year and must recuse themselves from voting upon or participating in any activity of the Board directly or indirectly related to such conflicts.

Section 3

Dismissal.

Failure to comply with this policy or to honestly and completely disclose such conflicts of interest are grounds for immediate removal of an Officer and dismissal of a Trustee. Such actions shall be taken upon notification of said breach of trust.

Article XIII. WHISTLEBLOWER POLICY.

If any employee reasonably believes that some policy, activity, or practice of the Rocket City Sisters is in violation of law, a written complaint must be filed by that employee with the Executive Director or the Board President. It is the intent of the Rocket City Sisters to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy to support the organizations goal of legal compliance. The support of all employees is necessary to achieving compliance with various laws and regulations. An employee is protected from retaliation only if the employee brings the alleged unlawful activity, policy, or practice to the attention of the Rocket City Sisters and provides the Rocket City Sisters with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees that comply with this requirement. Rocket City Sisters will not retaliate against an employee who, in good faith, has made a protest or raised a complaint against some practice of the Rocket City Sisters, or of another individual or entity with whom the Rocket City Sisters 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. Rocket City Sisters will not retaliate against employees who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the Rocket City Sisters that the employee reasonably believes is in violation of 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.

ARTICLE XIV. INDEMNIFICATION

Section 1.

General

To the full extent authorized under the laws of the District of Columbia, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which

that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2.

Expenses

Expenses (including reasonable attorneys' fees) 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, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3.

Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ADOPTION AND CERTIFICATION.

We, the undersigned, being all of the founding Directors or incorporators of this corporation, consent to, and hereby do adopt the forgoing Bylaws, consisting of these preceding pages, as the Rocket City Sisters, Incorporated.

Terry K. Miller, President

Dated:

Fernando Salcido, Vice President

Dated:

Ronald M. Rickard, Secretary

Dated:

Kris Gibson, Treasurer

Dated:

Lee Parker, Member at Large

Dated: