

BYLAWS
OF
ENGINEERING DEVELOPMENT FORUM

ARTICLE I
NO MEMBERS

The corporation shall not have any members (and, accordingly, all authority that would otherwise be reposed in members shall be exercised by the Board of Directors of the corporation as and to the extent provided or permitted by the Alabama Nonprofit Corporation Act).

ARTICLE II
EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Sections 501(a) and 501(c)(6) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended (the “Code”), or by an organization contributions to which are deductible under Sections 170(a)(1) and 170(c)(2) of the Code.

ARTICLE III
DIRECTORS

Section 1. Management. The business and affairs of the corporation shall be managed by a Board of Directors of not less than three (3) nor more than seven (7) Directors who shall exercise all of the powers of the corporation.

Section 2. Election of Directors. The initial Board of Directors shall consist of the five (5) directors named in the Articles of Incorporation of the corporation. The term of office of the Directors initially approved shall commence on the date of the organizational meeting of Directors, and they shall serve until their successors shall have been elected and shall have qualified. Thereafter, the Directors shall be elected annually by a majority of incumbent Directors at the regular meeting of the Board of Directors. If the election of the Directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Director shall hold office until the

adjournment of the next regular annual meeting of the Board of Directors or until his or her successor shall have been elected and shall have qualified.

Section 3. Elected Director Vacancies. A vacancy in the Board of Directors occurring by reason of death, resignation or other cause, shall be filled by appointment by the affirmative vote of a majority of the remaining Directors for the unexpired portion of the term.

Section 4. Compensation. Neither Directors, Officers nor a close relative of a Director or an Officer shall receive any salary for their services, except that a Director or Officer of the corporation may receive reasonable compensation (and payment or reimbursement of expenses) for personal services actually rendered to the corporation which are reasonable and necessary to carrying out the exempt purposes of the corporation. The term “close relative” as used herein shall mean any spouse, ancestors, children, grandchildren, great grandchildren, and the spouses of children, grandchildren and great grandchildren.

ARTICLE IV **MEETINGS OF DIRECTORS**

Section 1. Regular Annual Meeting. The regular annual meeting of the Directors shall be held at such place, date and time as shall be selected by the Board of Directors of the corporation, beginning with the year 2019, for the purpose of electing officers, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the corporation and in the event of such failure the annual meeting shall be held within a reasonable time thereafter.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two (2) Directors, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. The President or the Directors calling the meeting shall fix the time and place for the holding of the meeting. Meetings may be held within or without the United States and Canada and may be conducted via teleconference.

Section 3. Notice of Directors' Meetings. Written notice of the time, place, and purpose of any special meeting of the Board of Directors shall be delivered to each Director not less than three (3) days prior thereto either personally, by any reasonably acceptable electronic means such as email or facsimile, or by mail, by or at the direction of the Secretary, the President, or the Directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States or Canadian mail addressed

to the Director at his or her address as it appears on the records of the corporation, with postage thereon prepaid.

Section 4. Quorum. A majority of the then members of the Board of Directors shall constitute a quorum, provided that if less than such majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time; and provided further that the Secretary shall notify any absent Directors of the time and place of such adjourned meeting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Members of the Board of Directors or any committee designated thereby may participate in a meeting 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 5. Action by Unanimous Consent. In accordance with the ALA. CODE, §10-3A-40 (1999 Repl.), any action of the Directors, including an annual meeting, may be by a consent in writing, setting forth the action to be taken, signed by all Directors who are in office on the effective date of such action.

Section 6. Committees. The Board of Directors may, by resolution or resolutions, designate one or more committees, each committee to consist of two or more of the Directors of the corporation, which, to the extent provided in such resolution or resolutions, shall have and may during intervals between the meetings of the Board of Directors exercise the powers of the Board of Directors in the conduct of the affairs of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing Bylaws; electing, appointing or removing any member of any such committee or any Director or Officer of the corporation; amending the Articles of Incorporation, restating Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any action or resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. 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 or him or her by law.

Section 7. Service Committees. The Board of Directors may, by resolution or resolutions, designate committees composed of Directors or non-Directors, or both, to coordinate the activities of the corporation in the furtherance of the purposes set out in the

Articles of Incorporation of the corporation, including, but not limited to, the administration of scholarship and grant funds. Such committees may also be established to advise the Directors on various matters and to perform specific functions in furtherance of the purposes of the corporation.

ARTICLE V **OFFICERS**

Section 1. Number. The Officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, and such Assistant Secretaries or Assistant Treasurers as may be determined by the Board of Directors from time to time to perform such duties as may be designated by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The Officers shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until the next regular annual meeting of the Board of Directors or until his or her successor shall have been elected. Except as otherwise provided in these Bylaws, a vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Removal of Officers and Agents by Board of Directors. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, by majority vote of the Board of Directors, whenever in its judgment the best interests of the corporation will be served thereby.

Section 4. President. The President:

- (a) shall be the principal executive officer of the corporation, and unless otherwise determined by the members of the Board of Directors, shall preside at all meetings of the Board of Directors;
- (b) may sign all deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other Officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and

- (c) shall in general perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice President, one Vice President shall be designated the Senior Vice President and shall so serve in the President's absence or inability or refusal to act and the Assistant Vice President shall serve in the Senior Vice President's absence. The Vice President shall also perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 6. Secretary. The Secretary shall:

- (a) keep the minutes of the meetings 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 these Bylaws or as required by law;
- (c) be custodian of the corporate records;
- (d) keep a register of the names and mailing addresses of all Directors; and
- (e) keep on file at all times a complete copy of the Articles of Incorporation and Bylaws of the corporation containing all amendments thereto (which copy shall always be open to the inspection of any Director), and at the expense of the corporation, forward a copy of the Bylaws and of all amendments thereto to each Director.

Section 7. Treasurer. The Treasurer shall:

- (a) keep general charge of the books of the corporation;
- (b) have charge and custody of and be responsible for all funds and securities of the corporation; and
- (c) be responsible for the receipt of and the issuance of receipts for all moneys due and payable to the corporation and for the deposit of all

such moneys in the name of the corporation in such bank or banks as shall be selected by the Board of Directors.

Section 8. Bonds of Officers. The Board of Directors in its discretion may provide bond or Directors and Officers insurance in such amount and with such surety as the Board of Directors shall determine.

Section 9. Powers and Duties of Officers. The powers and duties of Officers, agents and employees of the corporation shall be fixed by the Board of Directors subject to the provisions of these Bylaws.

Section 10. Voting Upon Shares of Other Corporations. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE VI **NOT FOR PROFIT OPERATION**

The corporation shall at all times be operated on a not-for-profit basis. No Director, or employee of or person connected with the corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

ARTICLE VII **FINANCIAL TRANSACTIONS**

Section 1. Contracts. Except as otherwise provided in these Bylaws, 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 and on behalf of the corporation and such authority may be general or confined to specific instances; provided, however, that any contract, transaction, or act on behalf of the corporation in a matter in which the Directors or Officers are personally interested as shareholders, Directors, or otherwise,

shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the corporation if such contract, transaction, or act would result in the denial of the tax exemption under Section 507 of the Code. In no event, however, shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of moneys, and all notes, bonds or other evidence of indebtedness issued in the name of the corporation shall be signed by such Officer or Officers, agent or agents, employee or employees of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Gifts. The Board of Directors may authorize gifts to be made in the name and on behalf of the corporation.

Section 4. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks as the Board of Directors may select.

Section 5. Fiscal Year. The fiscal year of the corporation shall begin on the first day of October of each and every year and shall end on the last day of September of the following year.

Section 6. Investments. The corporation shall have the right to retain all or part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction, and may utilize such investment advisors and agents as the Board of Directors shall deem advisable; provided, however, that no action shall be taken by or on behalf of the corporation if such action would result in the denial of the tax exemption under Section 507 of the Code.

ARTICLE VIII **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

This section is adopted pursuant to ALA. CODE § 10-3A-20(14) (1999 Repl.) and it is intended to provide the broadest indemnification to the corporation's Directors and Officers that is authorized and permitted by law. It is intended further that the Directors

and Officers of the corporation receive the full benefit of the immunity provided by The Volunteer Service Act, ALA. CODE § 6-5-336 (1993 Repl.).

In furtherance of the above-stated intent, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals, by reason of the fact that he is or was a Director or Officer of the corporation, or is or was serving at the request of the corporation as a Director or Officer of another corporation, association, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. To the extent that a Director or Officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to herein or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding. Expenses (including attorneys' fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final determination, settlement or other disposition of such claim, action, suit or proceeding upon receipt by the corporation of an agreement by or on behalf of the Director or Officer to repay such amount if it shall be determined that such person was not entitled to be indemnified under this section.

The foregoing right of indemnification shall not be exclusive of and shall be in addition to any other rights to which the Director or Officer may be entitled under any statute, rule of law, agreement or resolution or vote of the Board of Directors.

ARTICLE IX **MISCELLANEOUS**

Section 1. Waiver of Notice. Any Director may waive in writing any notice of a meeting required to be given by these Bylaws. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting by such Director, except in case

a Director shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

Section 2. Rules and Regulations. The Board of Directors shall have the power to make and adopt such rules and regulations not inconsistent with law, the Articles of Incorporation or these Bylaws, as it may deem advisable for the conduct of the affairs of the corporation.

Section 3. Accounting System. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system. The Board of Directors may employ one or more fiscal agents to handle the details of the investment program of the corporation, the purchase and sale of securities and investments as approved by the Board of Directors, and the keeping of financial accounts and records.

Section 4. Voting Methodology. When a vote is to be taken the manner and method of voting may be at the Direction of the Board of Directors as set forth in the Notice, and if no specific manner and method is specified, a vote may be taken by any reasonably acceptable electronic means such as email or facsimile, or by mail, by or at the direction of the Secretary, the President, or the Directors calling the meeting.

ARTICLE X **AMENDMENTS**

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Directors then in office, at any regular or special meeting. Notwithstanding the foregoing, Article II, Section 4 of Article III and Article VI of these Bylaws may not be altered, amended or repealed.

The undersigned does hereby certify that the within and foregoing is a true and exact copy of the Bylaws of the Engineering Development Forum duly adopted by the Board of Directors on Thursday, October 24, 2019.

Dated this the 24 day of October, 2019.



Shams Khan, President