

Alabama Mathematics, Science, and Technology Education Coalition, Inc.

ARTICLE I Name, Offices, and Purpose

Section 1.1 NAME. The name of this corporation shall be the Alabama Mathematics, Science, and Technology Education Coalition, Inc.

Section 1.2 CORPORATE OFFICES. The principal office of this Corporation shall be located within Alabama. The Corporation may establish other offices, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

Section 1.3 PURPOSE. The purpose of this Corporation is to provide leadership in improving mathematics, science, and technology education in the state of Alabama through facilitating communication among education, business, and public policy organizations.

ARTICLE II Members and Meetings

Section 2.1 MEMBERSHIP QUALIFICATIONS. Membership in the Corporation shall be open to any individual or group of individuals, including but not limited to firms, corporations, associations, and organizations, who are concerned about the improvement of mathematics, science, and technology education in the state of Alabama.

Section 2.2 MEMBERS. Members shall be entitled to elect the Board of Directors; be nominated and elected to the Board of Directors, and as officers; nominate other members for membership on the Board of Directors; petition and appear before the Board of Directors; receive minutes of all regular meetings of the members; be informed of all activities of the Corporation; make suggestions and recommendations to the Board of Directors; serve on any committee created by the Board of Directors pursuant to Article V; vote on any proposal of merger, consolidation or dissolution; vote on the sale of major assets of the organization; and vote on all other issues put before the membership for vote.

Section 2.3 REQUIRED MEMBERSHIP. All members of the Board of Directors, Standing Committees, and Councils created by the Board of Directors pursuant to Article V and VI, and officers of the Corporation shall be members of the Corporation in good standing.

Section 2.4 OBTAINING MEMBERSHIP/MEMBERSHIP DUES. Members shall obtain such status only after fulfilling such qualifications as may be established by

resolution of the Board of Directors from time to time. The amount and method of collection of membership dues shall be determined by resolution of the Board of Directors from time to time.

Section 2.5 TERMINATION, EXPULSION OR SUSPENSION OF MEMBERS.

No member may be expelled or suspended, and no membership or memberships in the organization may be terminated or suspended except pursuant to a procedure that is fair and reasonable and is carried out in good faith. The Board of Directors shall, by resolution, establish a procedure to terminate, expel, or suspend a member.

Section 2.6 ANNUAL MEETING. The annual meeting of members to elect directors, to receive the annual report of the Executive Director and any other reports, and to transact such other business as may properly come before the meeting, shall be held each year at such time and place and on such date within one hundred twenty (120) days prior to the close of the Corporation's fiscal year, or as soon as reasonably possible thereafter, as may be fixed by the Board of Directors from time to time. Written notice of the annual meeting shall be given to all members by the Secretary not fewer than thirty (30) days in advance. At the annual meeting the order of business shall be determined by the Chairman of the Board of Directors of the Corporation.

Section 2.7 SPECIAL MEETINGS. Special meetings of the members may be called at any time upon written notice given to all members at least ten (10) days in advance. Such special meetings may be called at the instance of: (a) the Board of Directors; (b) the Chairman of the Board of Directors; or (c) the Executive Director. Any such written notice shall state the purpose or the purposes of the meeting. Business transacted at all special meetings shall be confined to the purpose or purposes stated in such notice of the meeting.

Section 2.8 PROCEDURES OF MEETINGS. Procedures for the Annual Meeting and Special Meetings will follow those found in *Robert's Rules of Order* unless otherwise specified in the Corporation's Bylaws.

Section 2.9 NOTICE OF MEETINGS. Written notice of meetings, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called, as required in Sections 2.6 and 2.7, may be given to the members either personally or by sending a copy of the notice by some appropriate means such as ordinary mail, e-mail, or FAX, to such addresses appearing on the records of the Corporation. Members shall register their addresses with the Secretary.

Section 2.10 WAIVER OF NOTICE. A written waiver of notice signed by the member or members entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2.11 RECORD DATE. The Board of Directors may fix, in advance, a record date to establish members entitled to vote and to establish the basis for a quorum at any

meeting of the members. The record date so fixed shall not be more than sixty (60) days nor less than ten (10) days prior to the date of the meeting.

Section 2.12 CERTIFICATION AND VOTING LIST. As soon after the record date as is feasible, the Secretary shall prepare and certify a list of the members of the Corporation. Members so certified shall receive notice of, and shall have the sole privilege of voting on matters submitted to them at annual and special meetings of the membership of the Corporation. A complete and current list of members of the Corporation shall be regularly maintained and kept on file and available for inspection by any member at the principal office of the Corporation for at least seven (7) days prior to each annual or special meeting.

Section 2.13 QUORUM. At all meetings of the members, the presence in person of ten percent (10%) or more of the total number of members or ten (10) persons, whichever number is greater, shall constitute a quorum for the transaction of business.

Section 2.14 VOTING. Each member shall be entitled to one (1) vote, in person or by written proxy, on all matters properly submitted to the membership. Voting on all matters shall be by voice vote or by show of hands unless any qualified voter, prior to the voting on any matter, demands vote by ballot, in which case the voting shall take place by written or electronic ballot. Except as is otherwise provided by law, by the Articles of Incorporation or by these Bylaws, all action shall be decided by a majority vote of the members present in person or by written proxy. One (1) person may not exercise more than one (1) proxy vote.

ARTICLE III Board of Directors

Section 3.1 GENERAL POWERS. The business and affairs of the Corporation shall be conducted under the direction of, and the control and disposal of the Corporation's properties and funds shall be vested in, its Board of Directors, except as otherwise provided in the Alabama Nonprofit Corporation Act, the Corporation's Articles of Incorporation, or these Bylaws.

Section 3.1.1 Duties and Responsibilities. The duties and responsibilities of the Board of Directors shall include but shall not be limited to: (a) approving all programs and projects for the Corporation; (b) setting both tactical and strategic goals and priorities for programs and projects of the Corporation; (c) creating and dissolving committees or councils of the Corporation as needed from time to time; (d) determining the exact number of members of the Board of Directors, Executive Committee, councils and other committees; (e) electing the officers of the Corporation, councils, and, the members of the Executive Committee; (f) voting on any and all amendments to these Bylaws and any and all questions regarding membership; (g) approving the allocation of funding for projects as

proposed by the Treasurer and the Executive Committee; and (h) voting on the dissolution and liquidation of the Corporation.

Section 3.1.2 Composition of Directors. The membership of the Board shall be composed of a diversity of leaders from: (a) business and industry; (b) public policy; (c) K-12 subject area and higher education educators; (d) education administrators; (e) professionals in science, technology, and mathematics; and (f) community organizations.

Section 3.2 NUMBER, ELECTION, TENURE AND QUALIFICATIONS. There shall be seventeen (17) directors of the Corporation. The number of directors shall be set from time to time by resolution of the directors or vote of the members. The directors shall be elected to serve for a term of three (3) years and until their successors are elected and qualified, or until their death, resignation or removal.

Section 3.3 BOARD MEMBER ATTENDANCE. If a director is absent three (3) consecutive meetings, his or her office shall become vacant for the remainder of the term.

Section 3.4 NOMINATION OF DIRECTORS. Recommendations for director nominees may be submitted by members to the Nominating Committee, according to a schedule determined by the Board. The Nominating Committee shall, after giving due consideration to all such recommendations and such other persons as it may wish to consider, present its slate of director-nominees to the Board no fewer than forty-five (45) days prior to the next annual meeting of members.

Section 3.5 VACANCIES. Any director may resign at any time by giving written notice to the Board Chair, President, or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and if not specified therein, it shall take effect upon receipt; and the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors for any reason may be filled by the affirmative vote of a majority of the remaining directors even if less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor and until his or her successor is elected and qualified, or until his or her death, resignation or removal.

Section 3.6 REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held promptly after the annual meeting of members, at the time and place, determined by the Board, for the purpose of electing Board officers and for the transaction of such other business as may come before the meeting. There shall be no fewer than two (2) regular meetings of the Board of Directors in each fiscal year, and the Board of Directors may provide by resolution the time and place for the holding of additional regular meetings.

Section 3.7 SPECIAL MEETINGS. The Board Chair may call a special meeting of the Board of Directors whenever he or she deems it necessary, and shall call a special

meeting whenever requested to do so in writing by three (3) or more directors or by the Executive Director or by the Secretary, if demanded by ten (10) percent of the members. The Board Chair shall fix the place and time for holding any special meeting of the Board of Directors. Notice of each special meeting stating the purpose, place, day and hour of the meeting shall be given to each director at his or her last known business or home address at least seven (7) days prior thereto by the mailing of written notice, or at least two (2) days prior thereto by personal delivery of written notice or by telephonic or telegraphic notice, or other electronic means of notice (and the method of notice need not be the same to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If sent by facsimile machine, or other electronic means, such notice shall be deemed to be given when the facsimile machine or other electronic means prints or acknowledges that the transmission was successfully executed.

Section 3.8 WAIVER OF NOTICE. Any director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.9 PRESUMPTION ASSENT. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting or if dissent is not noted when the minutes are circulated or approved, the dissenting director(s) may direct its inclusion. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.10 QUORUM AND VOTING. One third of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Each Director shall be entitled to one (1) vote and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is specifically required by these Bylaws, by the Corporation's Articles of Incorporation or by state law. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present. A director may not vote or act by proxy at any meeting of directors.

Section 3.11 COMPENSATION. Directors shall not receive compensation for their services as such, although the reasonable expenses of directors for attendance at Board meetings may be paid or reimbursed by the Corporation. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

Section 3.12 MEETINGS BY TELEPHONE OR TELECONFERENCE. Members of the Board of Directors or any committee or council may participate in a meeting of the Board, committee, or council by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.13 BOARD CHAIR. At its annual organizational meeting following the annual meeting of members, the Board of Directors shall elect, from among those who are, or are to be, directors of the Corporation, a Board Chair who shall, when present, preside at all regular and special meetings of the Board of Directors and of the members of the Corporation, shall present at the annual meeting of the members of the Corporation a report on the activities of the Corporation during the preceding year, and shall generally perform all other duties incident to the office, required by the Bylaws or from time to time assigned to him or her by the Board of Directors.

Section 3.13.1 Vice Chair of the Board. If one or more shall be elected by the Board of Directors from among those who are, or are to be, directors of the Corporation, the vice chair(s) of the Board shall assist the Board Chair, as requested, in the performance of his or her duties and shall have such other functions as these Bylaws may provide or as the Board of Directors or Board Chair may assign from time to time. In addition to the foregoing, the vice chair shall possess the powers and perform the duties incumbent upon the Board Chair during his or her absence or disability. In the event there is more than one vice chair, the Board of Directors shall designate one to possess the powers and perform the duties incumbent upon the Board Chair during his or her absence or disability.

Section 3.14 POWERS OF COMMITTEES AND COUNCILS. The Board of Directors may by resolution designate one or more committees or councils. Each committee shall consist of two or more Directors, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors.

Section 3.15 REMOVAL. Any Director may be removed, with or without cause, at a special meeting of the Board called for such purpose, by affirmative vote of a majority of the Board.

Section 3.16 LIABILITY. In the absence of fraud or bad faith, the Directors shall not be personally liable for the debts, obligations, or liabilities of the Corporation.

ARTICLE IV Officers and Agents

Section 4.1 NUMBER AND QUALIFICATIONS. The officers of the Corporation shall consist of an executive director, a secretary, a treasurer, and such other officers and agents as may be deemed necessary or desirable by the Corporation's directors or state law. One person may hold more than one office at a time, unless specifically approved by the majority of the Board of Directors for a period not to exceed one year. The Executive Director shall not be a voting member of the Board of Directors.

Section 4.2 ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected, for a term commencing on election, by the Corporation's directors at the annual meeting of the Board of Directors. Each officer shall hold office for a term of two (2) years or until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation or removal.

Section 4.3 COMPENSATION. The compensation of the Executive Director shall be fixed from time to time by the Board of Directors. No officer shall be prevented from receiving a salary by reason of the fact that he or she is also a director of the Corporation. However, during any period in which the Corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner which might result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 4.4 REMOVAL. Any officer or agent may be removed by the Board of Directors, or a committee appointed by the Board for such purpose, with or without cause, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 4.5 VACANCIES. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the Board Chair or the Executive Director or the Secretary. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled for the unexpired portion of the term by action of the Board of Directors if the vacant position is one held by a director or by the Executive Director; or by the Executive Director, with the advice and counsel of the Board Chair, if the vacant office is a staff position.

Section 4.6 AUTHORITY AND DUTIES OF OFFICERS. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified by the Executive Director, the Board of Directors or these Bylaws, except that

in any event each officer shall exercise such powers and perform such duties as may be required by law.

Section 4.6.1 EXECUTIVE DIRECTOR. The Board of Directors shall elect an executive director who, as chief operating officer under its supervision and direction, shall carry on the general affairs of the Corporation. The Executive Director shall be a member of the staff of the Corporation and shall be a voting member of all committees except the Compensation and Audit Committees. It shall be his or her duty to approve the expenditure of the monies appropriated by the Board of Directors in accordance with the budget approved by the Board of Directors. The Executive Director shall make an annual report and periodic reports to the Board of Directors concerning the programs of the Corporation. He or she shall comply with all orders from the Board of Directors. All officers, except the Board Chair and vice chair, agents and employees shall report, and be responsible, to the Executive Director. He or she shall perform such other duties as may be determined from time to time by the Board of Directors.

Section 4.6.2 ASSOCIATE DIRECTOR(S). The Board of Directors may elect one or more associate directors who shall assist the Executive Director in carrying out the programs of the Corporation. In the event of the prolonged absence or disability of the Executive Director, the Board shall appoint one associate director as acting executive director, and, as such the Acting Executive Director shall have all the authority and duties vested in the Executive Director.

Section 4.6.3 SECRETARY. The Board of Directors shall appoint a secretary who shall attend [or designate an alternate to attend when unable] the meetings of the members and of the directors and of all committees of the Board, and shall record the proceedings of the Corporation and of the Board of Directors and of all committees of the Board, at their respective meetings. He or she shall provide for notification of the members and directors of the Corporation of their respective meetings in accordance with these Bylaws of the Corporation, shall be the custodian of the corporate records and seal, shall make certifications of Board actions, bylaws and all organizational documents, and shall perform such other duties as may be required by these Bylaws or as may be assigned by the Board of Directors or the Executive Director.

Section 4.6.4 ASSISTANT SECRETARY. If one or more shall be appointed, the assistant secretary(s), in the absence of the Secretary, shall have all the authority and duties vested in the Secretary. He or she shall perform such duties as may be assigned to him or her by the Secretary, the Board of Directors or the Executive Director.

Section 4.6.5 TREASURER. The Board of Directors shall appoint a treasurer who shall be the financial officer of the Corporation and shall receive and deposit in a bank or banks to be approved by the Board of Directors all the monies of the Corporation and keep an accurate account thereof. He or she shall make

disbursements subject to such regulations as may be determined from time to time by the Board of Directors, and shall make reports of the finances of the Corporation annually and whenever requested by the Board of Directors or the Executive Director. He or she shall perform such other duties as may be required by these Bylaws or as may be assigned by the Board of Directors or the Executive Director. At the end of his or her term of office, the Treasurer shall deliver to his or her successor all books, monies, and other property of the Corporation then in his or her possession. The Board of Directors may require the Treasurer to give such security as it may direct for the faithful performance of his or her duties.

Section 4.6.6 ASSISTANT TREASURER. If one or more shall be appointed, the Assistant Treasurer, in the absence of the Treasurer, shall have all the authority and duties vested in the Treasurer. He or she shall perform such duties as may be assigned to him or her by the Treasurer, the Board of Directors or the Executive Director.

ARTICLE V Committees of the Board

Section 5.1 DESIGNATION OF COMMITTEES. The Board of Directors may designate one or more standing or special committees to direct the business of the Corporation. Each such committee may exercise the authority granted to it by the Board's enabling resolution.

Section 5.2 LIMITATION ON COMMITTEE POWERS. No committee shall have the authority of the Board of Directors to amend, alter or repeal these Bylaws; to elect, appoint or remove any member of any such committee or any officer or director of the Corporation (except as provided specifically below in this section 5.2); to amend the Articles of Incorporation of the Corporation; to restate the Corporation's Articles of Incorporation; to adopt a plan of merger or adopt a plan of consolidation with another corporation; to authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; to authorize the voluntary dissolution of the Corporation or to revoke proceedings therefore; to adopt a plan for the distribution of the assets of the Corporation; to amend, alter or repeal any resolution of the Board of Directors; or as otherwise may be prohibited by law. Rules governing procedures for meetings of any committee of the Board shall be as established by the Board of Directors, or in the absence thereof, by the committee itself. If no rules are established, then the rules that govern the directors shall govern each committee. All committees are to report promptly to the Board and only take such action(s) as is specifically designated in the Bylaws or in the resolution chartering the committee. Each committee shall consist of two (2) or more directors and, such other persons as the Board may designate, who need not be members of the Board of Directors. The Board may designate one or more persons as alternate members of any committee, and such alternates may replace any absent or disqualified member of the committee at any meeting of the committee. In the absence or disqualification of a member of the committee, and the alternate or alternates,

if any, designated for such committee member, the member or members of the committee present at any meeting and entitled to vote, whether or not they constitute a quorum, may unanimously appoint another person to act at the meeting in the place of any such absent or disqualified member of the committee. Members of a committee shall serve until the next annual meeting of the Corporation or until their successors are appointed.

Section 5.3 COMMITTEE CHAIR. The Board Chair, with the approval of the Board of Directors, shall appoint all committee chairs for the ensuing year at or within a reasonable time after the annual meeting of the Board of Directors. Committee chairs shall be members of the Corporation's Board of Directors. If the Board of Directors charters a new committee by resolution at a meeting other than the annual meeting of the Board of Directors, the Board of Directors shall similarly appoint its chair at the time the committee is chartered or within a reasonable time after the establishment of the committee.

Section 5.4 COMMITTEE MEETINGS. Meetings of the committees of the Board of Directors may be called by the respective chairs thereof or by any two (2) members of the committee. At all meetings of any committee, a majority of the members of the committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the committee present at any meeting thereof at which there is a quorum, shall be the act of the committee, except as may be otherwise specifically provided for by these Bylaws.

Section 5.5 EXECUTIVE COMMITTEE. Each year, at its annual meeting, the directors shall elect from among those who are, or are to be, directors of the Corporation upon election, an Executive Committee consisting of at least seven directors.

Section 5.5.1 COMPOSITION. The Executive Committee so elected shall include the Board Chair, all Vice Chairs of the Board, and Secretary, Treasurer and such other persons as may be deemed necessary or desirable. Vacancies in the Executive Committee shall be filled by the Board of Directors.

Section 5.5.2 POWERS AND FUNCTIONS. During the intervals between meetings of the Board of Directors, the Executive Committee shall, subject to section 5.2 hereof, possess and may exercise all the powers and functions of the Board of Directors in the management and direction of the affairs of the organization in all cases in which specific direction shall not have been given by the Board of Directors.

Section 5.5.3 REPORTS TO THE BOARD REQUIRED. All actions of the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept. A majority of the members of the Executive Committee in office at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the members of the Committee present at a meeting shall be necessary for the taking of any action.

Section 5.5.4 RULES OF PROCEDURE. The Executive Committee shall fix and establish its own rules of procedure and shall meet as provided by such rules, and shall also meet at the call of its chair or of any other two members of the Committee.

Section 5.6 NOMINATING COMMITTEE. The Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, a Nominating Committee which shall be responsible for proposing persons for election as directors at the next annual meeting of the Corporation, or in the event of director vacancies between annual meetings of the members of the Corporation, may propose replacement directors for election by the Board of Directors, and shall also recommend persons for consideration as officers to be elected at the next annual meeting of the Board of Directors; provided however that at the relevant annual meeting of the members, any member of the Corporation may present nominations thirty (30) days in advance by written notice to the Secretary, in addition to those presented by the nominating committee.

Section 5.7 AUDIT COMMITTEE. The Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, an Audit Committee which shall:

Section 5.7.1 RECOMMEND INDEPENDENT AUDITOR. Recommend the firm to be employed as the organization's independent auditor, and review and approve the discharge of any such firm. The Committee shall also review and approve the independent auditor's compensation and the term of its engagement and the independence of such auditor.

Section 5.7.2 REVIEW INDEPENDENT AUDIT. Review, in consultation with the independent auditor, the result of each independent audit of the organization, the report of the auditor, any related management letter, and management's responses to recommendations made by the independent auditor in connection with the audit.

Section 5.7.3 REVIEW ANNUAL FINANCIAL STATEMENTS. Review, in consultation with the independent auditor and management, the organization's annual financial statements; any certification, report, opinion, or review rendered by the independent auditor in connection with those financial statements; and, any dispute between management and the independent auditor that arose in connection with the preparation of those financial statements; the Committee shall review and report to the Board with respect to the financial portions of the organization's annual report.

Section 5.7.4 REVIEW FINANCIAL STATEMENTS. Review quarterly, before or after publication, the organization's financial statements.

Section 5.7.5 PLAN EXTERNAL AUDITS. Consider, in consultation with the independent auditor, the scope and plan of forthcoming external audits.

Section 5.7.6 EVALUATE INTERNAL ACCOUNTING CONTROLS. Consider, in consultation with the independent auditor and the chief internal auditor, if any, the adequacy of the organization's internal accounting controls.

Section 5.7.7 EVALUATE AUDITING AND ACCOUNTING PRINCIPLES AND PRACTICES. Consider, when presented by the independent auditor or otherwise, material questions of choice with respect to the choice of appropriate auditing and accounting principles and practices to be used in the preparation of the organization's financial statements.

Section 5.7.8 COMPLIANCE WITH CONFLICT OF INTEREST AND CODE OF ETHICS. Review the expense accounts and perquisites of officers and senior staff and the Corporation's compliance with its conflict of interest policy and code of ethical conduct. (NOTE: This function could be assigned to another committee.)

Section 5.7.9 CONSIDER OTHER FINANCIAL MATTERS. Have power to inquire into any financial matters in addition to those set forth in sections 5.7.1 through 5.7.8.

Section 5.7.10 PERFORM OTHER ASSIGNMENTS. Perform such other functions as may be assigned to it by law, the organization's Bylaws, or by the Board of Directors.

Section 5.8 COMPENSATION, PERFORMANCE, AND EVALUATION COMMITTEE. The Board of Directors shall designate, at or within a reasonable time after the annual meeting of the Board of Directors, a Compensation Committee which shall review and evaluate the performance, and recommend to the Board, or determine, the annual salary, other benefits, direct or indirect, of the senior executives of the organization.

ARTICLE VI Councils of the Board

Section 6.1 COUNCILS. There shall be three councils of the Board: a Science Council, a Technology Council, and a Mathematics Council. Each council shall be determined by the Board of Directors and shall consist of not less than ten (10) and not more than forty (40) members. The scope of activities of the councils shall be established from time to time by the Board of Directors. The exact number of members on each council shall be fixed by resolution of the Board of Directors. Members of the councils may be nominated by any member of the Corporation or any council and shall be approved (or removed at any time) by affirmative action of the majority of the Board of Directors. Each council's members will represent a distribution of subject area teachers, college and university faculty and administrators, public policy, and corporate and professional representatives. Membership will be for three-year terms on an assigned-class basis. Each council will establish liaison with each other council. At least one member of the Board of Directors shall serve on each council. The councils shall report to the Board of Director.

Section 6.2 RULES. Except as otherwise provided in the Bylaws, the rules established by or pursuant to these Bylaws with respect to meetings of the Standing Committees and notice, quorum, voting and other procedures at such meetings shall be applicable to meetings of any committees.

Section 6.3 RECORDS. Each council shall keep records of all of its activities.

Section 6.4 REPORTING. All councils shall report to the Board of Directors as directed by the Board.

ARTICLE VII Directors-Emeritus

Section 7.1 DIRECTORS-EMERITUS. Upon recommendation by the Nominating Committee, the Board may elect one or more director(s) emeritus with the right to attend all regular and special meetings thereof, but with no power to make motions or to vote and who shall not be counted in determining a quorum and with no right to receive notices of meetings subject to the advice of legal counsel, emeriti shall not be privy to confidential communications.

ARTICLE VIII Advisory Council

Section 8.1 COMPOSITION AND PURPOSE. The Board Chair may appoint, with the approval of the Board, an advisory council to promote the objectives of the

organization, further its purposes, and advise the Board of Directors concerning the general policies applicable to, and the progress of the work of, the organization.

Section 8.2 ADVISORY COUNCIL CHAIR. The organization's Board Chair shall appoint the chair of the advisory council, with the approval of the Board.

ARTICLE IX Indemnification

Section 9.1 INDEMNIFICATION. The Corporation shall have the power to indemnify any director or officer or former director or officer of the Corporation against expenses and judgments actually and necessarily incurred in connection with the defense of any action, suit, or proceeding, civil or criminal (other than an action by or in the right of the Corporation), in which the director or officer is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding, to be liable for negligence or misconduct in the performance of his or her duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled and shall not prohibit or be construed to prohibit additional indemnification as authorized by the Board or the acquisition by the Corporation of liability or other forms of insurance providing protection to the directors and officers of the Corporation.

ARTICLE X Conflict of Interest

Section 10.1 DEFINITION. A conflict of interest may exist when the interests or activities of any director or officer may be seen as competing with the interests or activities of this Corporation or when the director or officer derives a financial or other material gain as a result of a direct or indirect relationship.

Section 10.2 DISCLOSURE. Any possible conflict of interest shall be disclosed to the Board of Directors or its committee by the person concerned. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the person concerning whose situation the doubt has arisen.

ARTICLE XI Miscellaneous

Section 11.1 BOOKS AND MINUTES. The Corporation shall keep correct and complete books and records of account and financial statements and shall also keep minutes of the proceedings of its Board of Directors general meetings, committees and councils. All books and records of the Corporation may be inspected by any director or

his or her accredited agent or attorney, for any proper purpose at any reasonable time, and by such members who may have voting rights.

Section 11.2 FISCAL YEAR AND AUDIT. The fiscal year of the Corporation shall be October 1 through September 30, inclusive. After the close of each fiscal year of the Corporation, financial transactions of the Corporation for the preceding fiscal year shall be audited by certified public accountants, as directed by the Board of Directors, and a report of the audit shall be made to the Board of Directors within ninety (120) days after the close of the fiscal year.

Section 11.3 CONVEYANCES AND ENCUMBRANCES. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by the applicable law.

Section 11.4 DESIGNATED CONTRIBUTIONS. The officers of the Corporation may accept on its behalf, in accordance with policies and procedures set by the Board of Directors, any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the Corporation's Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used consistent with the restrictions contained in the grant and the Corporation's tax exempt purposes.

Section 11.5 LOANS TO DIRECTORS AND OFFICERS PROHIBITED. No loans or advances, other than customary travel advances, shall be made by the Corporation to any of its directors, officers, or members.

Section 11.6 NO PRIVATE INUREMENT. The Corporation is not organized for profit and is to be operated exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and in the promotion of social welfare in accordance with the purposes stated in the organization's Articles of Incorporation. The net earnings of the organization shall be devoted exclusively to charitable and educational purposes and shall not inure to the benefit of any private individual. No director or person from whom the organization may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the organization be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board of Directors; provided, however, that (a) reasonable compensation may be paid to any director while acting as an agent, contractor, or employee of the Corporation for services rendered in affecting one or more

of the purposes of the organization; and (b) any director may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the organization.

Section 11.7 REFERENCES TO INTERNAL REVENUE CODE. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 11.8 AMENDMENTS. These Bylaws may be amended, repealed or modified, and new bylaws adopted, by the affirmative vote of a majority of the Board of Directors. Any notice of a meeting at which these bylaws are to be amended, repealed or modified shall include notice of such proposed action.

Section 11.9 PRIVATE INUREMENT. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the Corporation shall not engage in any activities which are not permitted (1) by a nonprofit corporation exempt from federal corporate tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a nonprofit corporation's contributions to which are to be deductible under Section 501(c)(3) of the Internal Revenue Code.

Section 11.10 SEVERABILITY. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

BYLAWS CERTIFICATE

The undersigned certifies that she is the Secretary of the Alabama Mathematics, Science and Technology Education Coalition, an Alabama nonprofit corporation, and that, as such, she is authorized to execute this certificate on behalf of said corporation, and further certifies that the foregoing bylaws, consisting of seventeen (17) pages, including this page, constitute the Bylaws of the Corporation as of this date, duly adopted by the directors of the corporation at their [date] meeting, as amended from time to time prior to the date hereof.

Dated: [date]

/s/

Ms. Paula Cannon
Secretary