



**BYLAWS
OF
TRIANGLE CLUB, INC.**

Article I

Definitions

- Section 1.01.** Identification. The “Corporation” shall mean Triangle Club, Inc., its successors and assigns. The principle place of operation shall be located at 2210 4th Avenue, Phenix City, Russell County, Alabama 36867, or as otherwise determined by the Board from time to time.
- Section 1.02.** Registered Agent. The Registered Agent shall be the President of the Corporation.
- Section 1.03.** Fiscal Year and Annual Meeting. The fiscal year for the Corporation shall end March 31st. The Annual Meeting of the Board shall be held on the first Saturday of April.
- Section 1.04.** Board of Directors. The “Board” shall mean the Board of Directors of the Corporation.
- Section 1.05.** Corporate Officers. The “Officers” shall mean the Corporate Officers of the Corporation and shall be those individuals selected from the members of the Board of Directors to perform guidance and oversight functions for the operation of the Corporation.
- Section 1.06.** Administrative Staff. The “Staff” shall mean the Administrative Staff of the Corporation and shall be those individuals who perform the day-to-day tasks for the operation of the Corporation to fulfill its mission, as directed by the Officers of the Corporation. Staff may be members of the Board of Directors, but are not required to be. Staff positions may be paid positions or volunteer positions, as determined from time to time by the Directors of the Corporation.
- Section 1.07.** Supermajority. For the purposes of these Bylaws, a supermajority of the Directors shall mean at least 70% of Directors then in office and eligible to vote.

Article II

Purposes, Objectives and Governing Instruments

- Section 2.01.** Charitable and Educational Purposes and Powers. The purposes of the Corporation, as set forth in the Certificate of Formation, are exclusively charitable and educational, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal Tax law (“Non-Profit”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Certificate of Formation and these Bylaws. The specific purposes of the Corporation are to: 1) provide a safe, low-cost space for 12-step recovery program groups to meet, 2) promote the fellowship of the recovery community, 3) conduct operations based of the principles of patience, love and tolerance and to encourage diversity, 4) facilitate creation of meetings of 12-step programs currently not existing in the Phenix City, AL area.

Section 2.02. **Governing Instruments.** The Corporation shall be governed by its Certificate of Formation and its Bylaws.

Section 2.03. **Non-Discrimination Policy.** The Corporation will not practice or permit any unlawful discrimination of the basis of sex, age, race, color, creed, national origin, religion, physical or mental handicap or disability, or any other basis prohibited by law.

Section 2.04. **Limitations on Activities.** No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of, or in opposition to, any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future Federal tax law.

Article III

Membership

Section 3.01. **No Membership.** The Corporation shall have no membership.

Article IV

Directors

Section 4.01. **Number.** The number of Directors constituting the entire Board shall be fixed at seven (7) by the Board at its organizational meeting, and may be changed from time to time at the direction of the Board, but such number shall not be less than three.

Section 4.02. **Initial Directors.** The initial Directors of the Corporation shall be those persons specified in the Certificate of Formation of the Corporation. Each Initial Director shall hold office until the organizational meeting of the Directors. The Initial Directors shall appoint the Board of Directors at the Corporation's organizational meeting.

Section 4.03. **Election and Term.** Each Director shall serve for a period of two years and be eligible for re-election for one more consecutive two-year terms. No Director shall serve longer than four (4) consecutive years. After vacating office for one term, a former Director shall be eligible for re-election to the Board. Terms of the Directors shall be staggered so that at no time there is a complete turnover in the makeup of the Board. New Directors shall be elected by the remaining Directors then in office. These term limits do not apply to the first elected Board, in order to stagger terms.

Section 4.04. **Qualification for Election.** An individual is eligible for election to the Board if 1) he is a member of a recovery program group which meets in the facility operated by the Corporation, 2) has a period of at least one year of continuous sobriety or abstinence, and 3) is not a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, which would prevent him from exercising fiduciary responsibility for the Corporation or any and all legal acts the Corporation may deem appropriate or convenient to carry out the mission of the Corporation.

Section 4.05. **Powers and Duties.** Subject to the provisions of law, of the Certificate of Formation and of these Bylaws, but in furtherance and not in limitation of any rights and powers thereby

conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Section 4.06. Annual Meetings. A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for transaction of such other business as may be brought before the meeting.

Section 4.07. Regular Meetings. Regular meetings of the Board shall be held monthly at such time and place as the Board may from time to time determine.

Section 4.08. Special Meetings. Special meetings of the Board may be called at any time by the President or by a majority of the Directors then in office. Notice of such special meeting shall be delivered to each Director pursuant to Section 4.09 of these Bylaws. Notice of such special meetings shall state the purpose of the special meeting, and no other business may be transacted during the special meeting without unanimous consent of all present at such meeting.

Section 4.09. Notice of Meetings. No notice need be given of an annual or regular meeting of the Board. Notice of a special meeting of the Board shall be given by service upon each Director in person or by mailing the same to him at his address as it appears upon the books of the Corporation at least two business days (Saturdays, Sundays and legal holidays not being considered business days for the purposes of these Bylaws) if given in person, or at least four business days, if given by mailing the same, before the date designated for such meeting specifying the place, date and hour of the meeting. Notice may be delivered by electronic communications, whether that be email, text message, social media posting or publishing to the Corporation's website (www.TriangleClubAL.org) at least four business days before the date designated for such meeting. Whenever all of the Directors shall have waived notice of any meeting either before or after such meeting, such meeting shall be valid for all purposes. A Director who shall be present at any meeting and whose shall not have protested, prior to the meeting or at its commencement, the lack of notice to him, shall be deemed to have waived notice of such meeting. In any case, any acts or determinations taken at a Directors' meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent Directors' meeting that is legally and validly called. Except as otherwise provided herein, notice of any Directors' meeting or any waiver thereof need not state the purpose of the meeting, and, at any Directors' meeting duly held as provided in the Bylaws, any business within the legal province and authority of the Board may be transacted.

Section 4.10. Quorum. At any meeting of the Board, a supermajority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present. All actions taken by the Board at any meeting shall be memorialized by Written Consent Resolution, whether unanimous or by majority vote, and all such resolutions shall be kept in numbered sequence in the Corporate Records Book of the Corporation.

Section 4.11. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be kept in numbered sequence in the Corporate Records Book of the Corporation.

Section 4.12. **Removal.** Any Director may be removed for cause by vote of the Board provided there is a unanimous ye a vote by the Directors present at the meeting at which such action is taken.

Section 4.13. **Cause for Removal.** Cause for removal of any Director includes, but is not limited to, 1) failure to satisfactorily discharge the responsibilities of his office, as determined by the Directors, 2) acting in a manner contrary to the best interest of the Corporation, 3) the violation of fiduciary duty, 4) and/or the active abuse of alcohol and illicit or prescription drugs, or any act considered a relapse by the 12-step program to which the Director belongs.

Section 4.14. **Resignation.** Any Director may resign from office at any time by delivering a resignation in writing to the President of the Board of Directors and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.15. **Vacancies.** Any newly created directorships and any vacancy occurring on the Board arising at any time from any cause may be filled by the unanimous vote of the Directors then in office at any Directors' meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Section 4.16. **Participating by Telephone.** Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

Article V

Corporate Officers

Section 5.01. **Election and Term.** The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. All Officers shall be members of the Board and shall be elected by the Board at the annual meeting of the Board. Each Officer shall hold office for a term of two years and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Sections 4.11 and 4.12 of these Bylaws. Each Officer shall be eligible for re-election for one more consecutive two-year terms. No Officer shall serve longer than four (4) consecutive two-year terms. After vacating office for one term, a former Officer shall be eligible for re-election. New Officers shall be elected by the Directors then in office.

Section 5.02. **Qualification for Election.** An individual is eligible for election as an Officer if 1) he is a member of a recovery program group which meets in the facility operated by the Corporation, 2) has a period of at least one year of continuous sobriety or abstinence, and 3) is not a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, which would prevent him from exercising fiduciary responsibility for the Corporation or any and all acts the Corporation may deem appropriate or convenient to carry out the mission of the Corporation.

Section 5.03. **Resignation.** Any officer may resign his or her office at any time, such resignation to be made in writing and delivered to the President and to take effect immediately without acceptance by the Corporation.

Section 5.04. **Vacancies.** Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

Section 5.05. Powers and Duties of the President. The President shall be the chief executive officer of the Corporation. The Present shall be required to present a report at the Annual Meeting of the Directors detailing the status of the Corporation's activities and operations. The President shall preside at all meetings of the Board. The President shall be the primary spokesperson for the Corporation. The President shall appoint all Chairmen of ad hoc committees. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization and such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Section 5.06. Powers and Duties of the Vice-President. The Vice-President shall primarily be concerned with fostering positive fellowship among the Corporation's internal constituency and with the broader recovery community. In the event of the absence or inability of the President to exercise the powers of his office, the Vice President shall become acting president of the Corporation with the rights, privileges and powers as if he had been duly elected President. The Vice President shall have such powers and shall perform such duties as may from time to time be assigned to the Vice President by the Board.

Section 5.07. Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made, the proper entries in the Corporate Records Book and such other books and records as the Board may direct. The Secretary shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the Board or any committee thereof may direct. The Secretary shall tend to all correspondence of the Corporation and shall be the official recipient of all correspondence addressed to the Corporation (other than correspondence the Registered Agent would receive), and will present to the Directors in a timely manner any correspondence requiring review or action by the Directors. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 5.08. Power and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. The Treasurer shall be required to present a report at the Annual Meeting of the Directors detailing the status of the Corporation's financial status. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall enter, or cause to be entered, in the books and records of the Corporation records necessary to be kept full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation at a mutually convenient time. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 5.09. Delegation. In case of the absence of any Officer of the Corporation or for any reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any officer to any other Officer or to any Director or Directors. This action shall require a supermajority yea vote by the Directors.

Section 5.10. Removal. Any Officer may be removed from office at any time, with or without cause, by a unanimous yea vote of the Directors then in office at any meeting of the Board.

Section 5.1. Cause for Removal. Cause for removal of any Director includes, but is not limited to, 1) failure to satisfactorily discharge the responsibilities of his office, as determined by the Directors, 2) acting in a manner contrary to the best interest of the Corporation, 3) the violation of

fiduciary duty, 4) and/or the active abuse of alcohol and illicit or prescription drugs, or any act considered a relapse by the 12-step program to which the Director belongs.

Article VI

Voting and Order of Business

Section 6.01. Voice Voting. At all meetings, except for the election of Directors and Officers, all votes shall be by voice. The Secretary shall create written evidence of each voice vote.

Section 6.02. Ballot Voting. For election of Directors and Officers, ballots shall be provided and votes shall be cast anonymously. Prior to the commencement of ballot voting, the President shall appoint a committee of three (3) people who shall act as “Inspectors of Election” and who shall, at the conclusion of such balloting, certify in writing to the President the results of such election. The Secretary shall ensure that a certified copy of the results shall be kept in the Corporate Records Book. No Inspector of Elections shall be a candidate for office or shall be personally interested in the question voted upon.

Section 6.03. Order of Business. At all meetings of the Directors, Officers or Committees, the order of business shall be as follows:

- (a) Roll Call
- (b) Presentation of the Minutes of the previous meeting and any written actions taken since the last physical meeting
- (c) Reports from the standing committees and any ad hoc committees. These reports must be submitted in writing to the President prior to the meeting for distribution at the meeting, and copies of such reports shall be numbered sequentially and kept in the Corporate Records Book.
- (d) Old Business
- (e) New Business
- (f) Adjournments

Section 6.04. Agenda. The President shall prepare an agenda for each meeting. All business to be acted upon must be listed on the agenda. Agenda items must be delivered to the President prior to the meeting, pursuant to Section 4.09 of these Bylaws.

Article VII

Committees

Section 7.01. Executive Committee. The Board, by resolution adopted unanimously by the Board, may designate from among the Directors an executive committee consisting of three or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Section 7.02. Standing Committees. The Board shall ensure that standing committees are in place and functioning appropriately to support the Corporation’s mission. The Directors may from time to time create additional standing committees by unanimous vote of the Directors then in office.

However, no standing committee described in these Bylaws shall be dissolved or disbanded by the Directors. Chairmen of the standing committees may appoint Vice-Chairmen to supervise and coordinate the day-to-day tasks and activities of the Committee, and who shall report directly to the Chairman of the Committee. The standing committees of the Board of Directors shall be as follows:

(a) Finance Committee. The Chairman of the Finance Committee shall be the Treasurer of the Corporation and shall report directly to the President of the Board. The Committee shall assist the Treasurer carry out and perform the duties of the Treasurer as set forth in these Bylaws, as the Treasurer may from time to time delegate to the Committee. Duties of the Finance Committee shall include, but not be limited to, fundraising, budgeting and preparing and submitting appropriate reports and filings as may be required by the State of Alabama, the Internal Revenue Service, or any other agency which requires financial disclosure filings or reporting.

(b) Fellowship Committee. The chairman of the Fellowship Committee shall be the Vice President of the Corporation and report directly to the President of the Board. The Committee shall assist the Vice President carry out and perform the duties required to promote the fellowship of the recovery community as stated in the Corporation's mission. Duties of the Fellowship Committee shall be any and all things necessary or convenient to facilitate friendship and comradery among the Corporation's constituency internally as well as with the broader recovery community, as stated in the Corporation's mission.

(c) Facilities Committee. The Chairman of the Facilities Committee shall be a Director and shall report directly to the President of the Board. The chairman of the Facilities Committee shall not hold any other executive office within the Corporation. The duties of the Facilities Committee shall include, but are not limited to, maintaining and improving the physical structure where the Corporation operates, including, but not limited to, ensuring all supplies, repairs, permits, life safety measures and features of the facilities are sufficient to provide a safe, comfortable and accessible meeting place for 12-step recovery groups and meetings, as stated in the Corporation's mission.

(d) Outreach Committee. The chairman of the Outreach Committee shall be the Secretary of the Corporation and report directly to the President of the Board. The Committee shall assist the Secretary carry out and perform the duties of the Secretary as set forth in these Bylaws, as the Secretary may from time to time delegate to the Committee. Duties of the Outreach Committee shall include, but not be limited to, ensuring all published schedules of meetings are accurate and up-to-date, maintaining a stock of recovery-oriented literature for sale and/or use by the Corporation, cooperating with courts, institutions and other organizations to spread awareness of the Corporation's mission, and to facilitate the Corporation's effectiveness within the recovery community, as stated in the Corporation's mission.

Section 7.03. Ad Hoc Committees. The Directors may from time to time form ad hoc committees to perform a specific function for a limited or temporary period of time to achieve a specific purpose or objective as may be determined by the Board. Chairmen of the ad hoc committees need not be members of the Board, but must meet the qualifications of a Director as set forth in Section 4.04 of these Bylaws. The Chairman of any ad hoc committee shall report directly to the President of the Board.

Article VIII

Bank Accounts, Checks, Contracts and Investments

Section 8.01. Bank Accounts, Checks and Notes. The Board is authorized to select banks or depositories it deems proper for the funds of the Corporation. The Board may expressly authorize any Director, Officer or staff member, in addition to those specified in these Bylaws, to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness and make deposits in the name of and on behalf of the Corporation and such authority may be general or limited to specific instances. Authorization, whether general or limited, of any individual to perform such tasks, must be made by unanimous written consent and such consent shall be filed sequentially with in the Corporate Records Book.

Section 8.02. Contracts. The Board may expressly authorize any Director, Officer or staff member, in addition to those specified in these Bylaws, to enter into any contract or execute and delivery any instrument in the name of and on behalf of the Corporation and such authority may be general or limited to specific instances. Authorization, whether general or limited, of any individual to perform such tasks, must be made by unanimous written consent and such consent shall be filed sequentially with in the Corporate Records Book. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 8.03. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

Article IX

Indemnification

Section 9.01. Indemnity Under Law. The Corporation shall indemnify and advance the expenses of each Director, Officer, Staff member or other agent authorized to act on behalf of the Corporation to the full extent permitted by law.

Section 9.02. Additional Indemnification.

(a) The Corporation hereby agrees to hold harmless and indemnify each of its Directors, Officers, employees and agents (the "Indemnitee") from and against, and to reimburse the Indemnitee for, any and all judgements, fines, liabilities, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred, as a result of or in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, including an action, suit or proceeding by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise for which the Indemnitee served in any capacity at the request of the Corporation, to which the Indemnitee is, was or at any time becomes a party, or is threatened to be made a party, or as a result of or in connection with any appeal therein, by reason of the fact that the Indemnitee is, was or at any time becomes a Director, Officer, Staff member or agent of the Corporation, or is or was serving or at any time serves such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, whether arising out of any breach of the Indemnitee's fiduciary duty as a Director, Officer, employee or agent of such other corporation, partnership, joint venture, trust, employee benefit plan or other

enterprise under any state or federal law or otherwise; provided, however, that no indemnity pursuant to this Article IX shall be paid by the Corporation (i) if a judgment or other final adjudication adverse to the Indemnitee established that the Indemnitee's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that the Indemnitee personally gained in fact a financial profit or other advantage to which the Indemnitee was not legally entitled; or (ii) if a final judgment by a court having jurisdiction in the matter shall determine that such indemnification is not lawful. The termination of any such civil or criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create any presumption that the Indemnitee acted in bad faith or was dishonest.

(b) The obligation of the Corporation to indemnify contained herein shall continue during the period the Indemnitee serves as a Director, Officer, employee or agent of the Corporation and shall continue thereafter so long as the Indemnitee shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnitee was a Director or Officer of the Corporation or served at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

(c) Promptly after receipt by the Indemnitee of notice of the commencement of any action, suit or proceeding, the Indemnitee will, if a claim in respect thereof is to be made against the Corporation under this Article IX, notify the Corporation of the commencement thereof; but the omission so to notify the Corporation will not relieve it from any liability which it may have to the Indemnitee otherwise than under this Section 2. With respect to any such action, suit or proceeding as to which the Indemnitee notifies the Corporation of the commencement thereof:

(i) The Corporation will be entitled to participate therein at its own expense; and,

(ii) Except as otherwise provided in the last sentence of this subpart (ii), to the extent that it may wish, the Corporation jointly with any other indemnifying party similarly notified will be entitled to assume the defense thereof, with counsel satisfactory to the Indemnitee. After notice from the Corporation to the Indemnitee of its election so to assume the defense thereof, the Corporation will not be liable to the Indemnitee under this Article IX for any legal or other expenses subsequently incurred by the Indemnitee in connection with the defense thereof other than reasonable costs of investigation or as otherwise provided in the last sentence of this subpart (ii). The Indemnitee shall have the right to employ his or her own counsel in such action, suit or proceeding but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of the Indemnitee unless (A) the employment of counsel by the Indemnitee has been authorized by the Corporation in connection with the defense of such action, (B) the Indemnitee shall have reasonably concluded that there may be a conflict of interest between the Corporation and the Indemnitee in the conduct of the defense of such action, or (C) the Corporation shall not in fact have employed counsel to assume the defense of such action, in each of which cases the fees and expenses of counsel for the Indemnitee shall be borne by the Corporation (it being understood, however, that the Corporation shall not be liable for the expenses of more than one counsel for the Indemnitee in connection with any action or separate but similar or related actions in the same jurisdiction arising out of the same general allegations or circumstances). The Corporation shall not be entitled to assume the defense of any action, suit or proceeding

brought by or on behalf of the Corporation or as to which the Indemnitee shall have made the conclusion provided for in clause (B) of the preceding sentence of this subpart (ii).

(iii) Anything in this Article IX to the contrary notwithstanding, the Corporation shall not be liable to indemnify the Indemnitee under this Article IX for any amounts paid in settlement of any action or claim effected without its written consent. The Corporation shall not settle any action or claim in any manner which would impose any penalty or limitation on the Indemnitee without the Indemnitee's written consent. Neither the Corporation nor any such Indemnitee will unreasonably withhold their consent to any proposed settlement.

(d) In the event of any threatened or pending action, suit or proceeding which may give rise to a right of indemnification from the Corporation to the Indemnitee pursuant to this Section 2, the Corporation shall pay, on demand, in advance of the final disposition thereof, expenses incurred by the Indemnitee in defending such action, suit or proceeding, other than those expenses for which the Indemnitee is not entitled to indemnification pursuant to clause (ii) of the proviso to part (a) of this Section 9.02 or part (b) of this Section 9.02. The Corporation shall make such payments upon receipt of (i) a written request made by the Indemnitee for payment of such expenses, (ii) an undertaking by or on behalf of the Indemnitee to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation hereunder, and (iii) evidence satisfactory to the Corporation as to the amount of such expenses. The Indemnitee's written certification together with a copy of the statement paid or to be paid by the Indemnitee shall constitute satisfactory evidence as to the amount of such expenses.

(e) The rights to indemnification and advancement of expenses granted to the Indemnitee under this Article IX shall not be deemed exclusive, or in limitation of any other rights to which the Indemnitee may now or hereafter be entitled under the Corporation's Certificate of Incorporation or otherwise under the Corporation's By-Laws, as now in effect or as hereafter amended, any agreement, any vote of members or Directors, any applicable law, or otherwise.

Section 9.03. Limitation. No amendment, modification or rescission of this Article IX shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

Article X

Dissolution

Section 10.01. Dissolution. The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Formation and with State and Federal law.

Article XI

Amendment

Section 11.1. Amendment. These Bylaws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a supermajority of the Directors then in office.

Article XI

Construction

Section 11.01. Construction. In the case of any conflict between the Certificate of Formation of the Corporation and these Bylaws, the Certificate of Formation of the Corporation shall control. The provisions of the governing documents of the Corporation shall be construed under the laws of the State of Alabama.

These Bylaws are hereby unanimously adopted by the Initial Board of Directors of Triangle Club, Inc. by the on this _____ day of _____, 2015.

INITIAL DIRECTORS

George Hill
2210 4th Avenue
Phenix City, AL 36867

Leigh Garner Hill
1904 Ashley Drive
Phenix City, AL 36867

Walker Rogers
1930 16th Avenue
Columbus, GA 31901