

TarValon.Net, Inc. Bylaws

Adopted by the Board of Directors on April 1, 2012.

Questions or remarks regarding the Bylaws can be mailed to the [Chief Records Officer](#).

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Article I - Offices

Section 1. Principal Office. The principal office of the corporation shall be located in the City of Huntsville, Alabama.

Section 2. Registered Office. The registered office of the corporation required by law to be maintained in the State of Alabama may be, but need not be, identical with the principal office.

Section 3. Other Offices. The corporation may have offices at such other places, either within or without the State of Alabama, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

Article II - Board of Directors

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Term, and Qualifications. The number of Directors constituting the Board of Directors shall be fixed from time to time by the Board of Directors, but shall be no less than three (3). Each director shall hold office until his or her death, resignation, retirement, removal, disqualification or until his or her successor shall have been elected and qualified. Directors need not be residents of the State of Alabama.

Section 3. Election of Directors. The directors shall be elected by the vote of the directors then in office; and those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected. If any director so demands, the election of directors shall be by ballot.

Section 4. Removal. Any director may be removed at any time with or without cause by the vote of a majority of the directors present at a meeting at which a quorum is present.

Section 5. Vacancies. Any vacancy occurring in the elected directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 6. Chairman of Board. There may be a Chairman of the Board of Directors elected by the directors from their number at any meeting of the Board. In the absence of a Chairman, the President shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 7. Compensation. The Board of Directors may not compensate directors for their services, but it may provide for the payment of any or all expenses incurred by directors in attending regular and special meetings of the Board.

Article III - Meetings of Directors

Section 1. Regular Meetings. A regular annual meeting of the Board of Directors shall be held at the principal office of the corporation, or by digital teleconference, or at such other place or in such manner as the Board may designate. In addition, the Board of Directors may provide, by resolution, the time, place, and manner, either within or without the State of Alabama or by digital teleconference, for the holding of additional regular meetings.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called at the request of the President or any two (2) directors. Such a meeting may be held either within or without the State of Alabama or by digital teleconference, as determined by vote of the Board of Directors.

Section 3. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least five days before the meeting, give written notice thereof delivered personally or sent by physical or electronic mail to each director at his or her physical or electronic address as shown by the records of the corporation. If physically mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If electronically mailed, the notice shall be deemed to be delivered according to the timestamp of such electronic mail. Such notice need not specify the purpose for which the meeting is called.

Section 4. Waiver of Notice. Any director may waive notice of any meeting. The attendance by 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.

Section 5. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors except where otherwise explicitly provided in these bylaws.

Section 6. Manner of Acting. Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Presumption of 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 contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his 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 or electronic mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 8. Informal Action by Directors. Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 9. Committees of the Board. The Board of Directors, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may designate directors to constitute an Executive Committee and other committees, each of which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him by law.

Article IV - Officers

Section 1. Officers of the Corporation. The officers of the corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person, except no person shall share the duties of President and Secretary. No officer may act in more than one capacity where action of two or more officers is required.

Section 2. Election and Term. The officers of the corporation shall be elected annually by the Board of Directors and each officer shall hold office for one year or until his or her successor shall have been elected and qualified. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Compensation of Officers. The compensation of all officers of the corporation shall be forbidden except for the reimbursement of expenses reported to and authorized by the Board of Directors or its delegate. Under no circumstances may any individual approve their own reimbursement.

Section 4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board 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.

Section 5. Bonds. The Board of Directors may by resolution require any officer, agent, or employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

Section 6. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He or she shall, when present, preside at meetings of the Board of Directors if the Chairman of the Board is not present or if there is no Chairman of the Board. He or she shall sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent to the corporation, or shall be required by law to be otherwise signed or executed; and in general he or she shall perform all duties incident to the office of President and such other duties as they may be prescribed by the Board of Directors from time to time. The powers and responsibilities vested by law in the position of President shall be conferred upon the office of Chief Executive Officer.

Section 7. Vice President. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice President, unless otherwise determined by the Board of Directors, 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. The Vice President shall perform such other duties as from time to time may be assigned to him the President or Board of Directors. The powers and responsibilities vested by law in the position of Vice President shall be conferred upon the office of Chief Operations Officer.

Section 8. Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors and of all Executive Committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the

President or by the Board of Directors. The powers and responsibilities vested by law in the position of Secretary shall be conferred upon the office of Chief Records Officer.

Section 9. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with the provisions of Section 4 of Article V of these bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors, or by these bylaws. The powers and responsibilities vested by law in the position of Treasurer shall be conferred upon the office of Chief Financial Officer.

Article V - Contracts, Loans, Checks, Deposits, and Gifts

Section 1. Contracts. 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 of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. Unless authorized by a resolution of the Board of Directors, no loans shall be issued or incurred on behalf of the corporation and no evidences of indebtedness shall be issued in its name. Such authority may be general or confined to specific instances, except that no Officer, Director, or employee (or any family member or cohabitant of any Officer, Director, or employee) may be the recipient of, or benefit from, any loan issued by the corporation.

Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the corporation.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest or devise for the general purpose or for any special purposes of the corporation.

Article VI - General Provisions

Section 1. Indemnification. Subject to the exceptions given in this Section and to the extent allowable by law, in the instance of any civil lawsuit brought by any entity other than the corporation against any Director or Officer in their capacity as a Director or Officer or arising from the performance of duties on behalf of the corporation, the corporation shall pay the reasonable legal fees necessary to defend such action and shall pay any damages awarded against that Director or Officer.

Under no circumstances may the corporation indemnify against an award of damages arising from criminal acts or intentional wrongdoing, though the corporation may, consistent with other provisions of this Section and prior to final adjudication, elect to pay for the pending defense of any Director or Officer individually named in a complaint for criminal activity or intentional civil wrongdoing.

Under no circumstances may the corporation undertake any of the following actions without a prior vote of 67% of that voting power not controlled by any Director individually named in associated litigation or proceedings:

1. Indemnify any Director or Officer for more than the amount of any applicable liability insurance for which the Corporation has paid premiums; or
2. Indemnify any Director or Officer for the amount such Director or Officer has agreed to pay in settlement of claims; or
3. Indemnify any Director or Officer for legal fees arising from the unsuccessful defense of a complaint for criminal activity or intentional civil wrongdoing.

Section 2. Fiscal Year. The fiscal year of the corporation shall be fixed by the Board of Directors.

Section 3. Amendments. Except as otherwise provided herein, these bylaws or the corporation's articles of incorporation may be amended or repealed and new bylaws (or amended articles of incorporation) may be adopted by the affirmative vote of two thirds of the directors then holding office at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at least ten (10) days written notice is given of intention to alter, amend, repeal or adopt new Bylaws (or articles of incorporation) at such meeting.

Section 4. Distribution Upon Dissolution. Upon dissolution, all of the corporation's assets shall, after all of its liabilities and obligations have been discharged or adequate provision made therefore, be distributed to any association or associations organized for purposes similar to the purpose of the corporation as may be designated by a majority of the directors of the corporation then holding office, provided that such organization is an organization qualified under Section 501(c) (3) of the Internal Revenue Code, as amended.

Section 5. Books and Records. The corporation shall keep correct and complete books and records and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The books, records and papers of the corporation shall at all times, during reasonable business hours, be subject to inspection by any director. The articles of incorporation and the bylaws of the corporation shall be available for inspection by any Officer, director, or other designee of the Board at the principal office of the corporation.

Article VII - Community Structure

Section 1. "Community" defined. For the purposes of these bylaws and any policies created and promulgated pursuant to any authority granted under these bylaws, the terms "Community", "TarValon.net Community", "Online Community", or other similar references shall refer to that body of natural persons who shall have previously or in the future applied for and received acceptance to events sponsored by the corporation or engaged in social activity through digital assets of the corporation including, but not limited to, that website located at <http://www.tarvalon.net>.

Section 2. "Community Member" defined. The Board of Directors shall have plenary authority to determine the criteria and procedures by which a natural person may become a Community Member. Any or all such authority may be delegated in such manner as the Board may elect. Notwithstanding such delegation, any reference in any policy, regulation, rule, agreement, invitation, offer, or any other communication produced under the authority of the Board or its designee, which uses any of the terms "Member", "Community Member", "Member of Tar Valon.net", or any term in derivation of or substantially similar to those terms, shall refer to membership in the Community as described in Section 1 of this Article. Under no circumstances shall any use of the word "Member" or any derivation of the same be construed to suggest any stake of ownership, equity, corporate governance, or any other aspect or purpose of corporate membership as contemplated by the provisions of Alabama Code Section 10-3A-1 et. seq. or any other similar corporate statute, regulation, or common-law doctrine in any jurisdiction, except where such usage of the term by the Board or its designee explicitly and unambiguously references such aspects or purposes and references Section 10-3A-1 (or a subsequent provision of Chapter 3A) by explicit reference. The provisions of this Section shall be liberally construed to further the explicit policy of the corporation, being the permissible use of the term "Member" in its lay or colloquial sense in the course of discussion by natural persons participating in the Community without prejudice to or invocation of the structure or composition of the governance of the corporation as contemplated by Alabama Code Sections 10-3A-1 et. seq.

Section 3. "Community Purpose" defined. It is the express intent of the Corporation to develop and expand the Community to enlarge and maintain the fundraising and donor base of the Corporation to further the charitable aims of the Corporation.

Section 4. "Hall of the Tower" defined. There shall be a body elected by and of the Community which shall be called the "Hall of the Tower" ("the Hall").

Section 5. Composition of the Hall. The Hall shall have a number of seats, such number to be determined by the Board of Directors.

Section 6. Election of the Hall. The Board of Directors shall determine the method by which the Community shall elect the several seats of the Hall.

Section 7. Powers of the Hall. The Board of Directors may confer such powers upon the Hall as the Board may desire, subject to those limitations and procedures the Board may also choose to impose upon the Hall. The Board of Directors may choose to grant the Hall the power to determine its own procedures. No decision of the Board of Directors shall grant the Hall any power reserved to the Board of Directors or any Officer position by state or federal law.