

# STATE OF ALABAMA

## DOMESTIC NON-PROFIT CORPORATION ARTICLES OF INCORPORATION GUIDELINES

20090413000134480 1/10 \$50.00  
Shelby Cnty Judge of Probate, AL  
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### INSTRUCTIONS:

**STEP 1:** THIS FORM IS A GUIDELINE FOR COMPLETING YOUR ARTICLES OF INCORPORATION. TO INCORPORATE, FILE THE ORIGINAL AND TWO COPIES OF THE ARTICLES OF INCORPORATION IN THE COUNTY WHERE THE CORPORATION'S REGISTERED OFFICE IS LOCATED. THE SECRETARY OF STATE'S FILING FEE IS \$20. PLEASE CONTACT JUDGE OF PROBATE TO VERIFY FILING FEES.  
**STEP 2:** NON-PROFIT CORPORATIONS MUST HAVE AT LEAST THREE DIRECTORS.

PURSUANT TO THE PROVISIONS OF THE ALABAMA NON-PROFIT CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

**Article I** The name of the corporation:  
Support Committee for Alabama National Cemetery (ALNC)

**Article II** The duration of the corporation is perpetual, unless otherwise stated.

**Article III** The corporation has been organized for the following purpose(s):  
To fund needs of the cemetery in areas +  
programs where federal funds cannot be used.

**Article IV** 10-3A-26. A corporation may have one or more classes of members or may have no members. If the corporation has one or more members, the designation of such class or classes, the manner of election or appointment and the qualification and rights of the members of each class shall be set forth in the articles of incorporation or the bylaws. If the corporation has no members, that fact shall be set forth in the articles of incorporation.  
We have (1) Individual + (2) Organization memberships.

**Article V** The street address (NO PO BOX) of the registered office 3133 Highway 119  
MONTEVALLO, ALA 35115 and the name of  
registered agent at that office GEORGE Singleton, Director + TREASURER,

**Article VI** The names and addresses of the Directors:  
BAREFIELD 7 7145 LAZY BROOK DR  
Director + Chairman Robert L. Barefield, Pinson, AL 35216

Dir. + 1st Vice Chair Carroll HILTON DUNN, JR., 313 GOLF DRIVE  
HOOPER, ALA 35226

Dir. + 2nd Vice Chair MaryNELL Winslow, 713 JASMINE Way, Hooper, AL 35226

**Article VII** The name(s) and address(es) of the Incorporator(s):  
Dir. + TREASURER GEORGE L. Singleton, 2509 MATZEK Rd., Hoover, AL 35226

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation, may be added.

IN WITNESS THEREOF, the undersigned incorporator executed these Articles of Incorporation  
on this the 13th day of April, 2009.

THIS DOCUMENT PREPARED BY:

GEORGE L. Singleton  
Type or Print Name of Incorporator

George L. Singleton  
Signature of Incorporator



**Support Committee for**  
**Alabama National Cemetery (ALNC)**  
**BY-LAWS**  
(As Amended March 24, 2009)

**PREAMBLE**

George Washington said, "The willingness with which our young people are likely to serve in any war, no matter how justified, shall be directly proportional as to how they perceive the veterans of earlier wars were treated and appreciated by their country."

Let us heed the words of Washington by never forgetting the sacrifice made by our veterans. Never forget the veterans who have maintained the lonely vigil for freedom and liberty in outposts around the world. Never forget the personal sacrifice their families make as soldiers and sailors embark on that difficult journey to defend our flag. Never forget those who gave the last full measure of devotion.

To honor them, their devotion, their bravery, to give a measure of thanks to them, we pledge to fulfill our civic responsibility with sincere dedication to the work of this Support Committee hereby established on this 28<sup>th</sup> day of April, 2008.

**ARTICLE I -**  
**GOVERNANCE, RESPONSIBILITY, & POLICIES**

**Section 1 - Governing Body**

The governing body of the Support Committee for Alabama National Cemetery (ALNC), hereinafter referred to as The Support Committee shall be the officially appointed delegates of the various recognized National or State Veterans Organizations and/or their auxiliaries, or civic organizations, or governmental agencies, or public officials, or corporations, or individuals having an interest in the Alabama National Cemetery and who have been granted membership by the seated members of The Support Committee.

**Section 2 - Responsibilities**

The Support Committee shall provide overall support to facilitate the enhancement, maintenance, and expansion of The Alabama National Cemetery and shall participate in events commemorating all United States military veterans. Activities attendant thereto are as follows, but not limited to:

- a) Assisting the cemetery director and his/her staff in establishing programs,

ceremonies, and other events not funded by the National Cemetery Administration which provide services to our veterans and their families.

- b) Conducting memorial services on national holidays dedicated to our fallen comrades and/or other ceremonies as appropriate, at such time as the Support Committee deems appropriate and to raise and provide funds for appropriate programs. All ceremonies must have prior approval by The Support Committee and The Alabama National Cemetery Director.
- c) Raising and lowering United States flags on display in the Avenue of Flags, to clean, repair, and/or replace flags, to properly dispose of unserviceable flags, and to insure veterans and donors of flags are properly recognized with a letter or certificate of donation.
- d) May coordinate the duties of Volunteer Honor Guards which will work in conjunction with and support of Active Duty Honor Guards.
- e) Assisting in the maintenance and upkeep of a Memorial Pathway with volunteer labor and/or monetary support.
- f) Enlist support from appropriately chartered Veterans Service organizations and/or their auxiliaries and other appropriate civic organizations (e.g., The American Legion, Disabled American Veterans-DAV, Veterans of Foreign Wars-VFW, Military Officers Association of America-MOAA, Vietnam Veterans of America, AMVETS, Military Order of the Purple Heart, Ex-POW's, Jewish American War Veterans, National Society of the Sons of the American Revolution, National Society of the Daughters of the American Revolution, Blue Star Salute Foundation, Inc., The American Village-Citizenship Trust, American Legion Riders, Gold Star Wives of America, Inc., American Gold Star Mothers, United States Merchant Marine Association, Boy Scouts of America, City of Montevallo, Shelby County Commission, etc.) for the enhancement, maintenance, expansion and support of The Alabama National Cemetery.
- g) Obtaining support of municipal, county, state, and federal officials for the management, enhancement, maintenance, expansion and support of the Alabama National Cemetery.
- h) Generating public support for The Alabama National Cemetery.

### **Section 3 - Restrictions**

Activities The Support Committee or its member organizations or its individual members are specifically **prohibited from conducting** are as follows:

- a) Accepting of gifts or donations on behalf of the Alabama National Cemetery



or the National Cemetery Administration (NCA). *All gifts and donations to the cemetery or NCA must be reviewed and approved by the Cemetery Director or referred for approval to NCA. (NCA Directive 3160 – Gifts and Donations to VA National Cemeteries will be included in By-laws).*

b) Fundraising or soliciting of donations on Federal Property.

#### **Section 4 - Non-Partisanship Policy**

The Support Committee shall be non-political and non-sectarian, the name of which may not be used in any political fund-raising activity not have a direct bearing on legislative matters other than those that would be a direct impact upon the ALNC or those individuals eligible to be interred at the ALNC.

#### **Section 5 - Non-Discriminatory Policy**

The Support Committee shall not discriminate against any individual or organization because of race, creed, color or gender. Every reasonable effort shall be made to include all eligible persons and organizations on The Support Committee.

## **ARTICLE II - TYPE OF ORGANIZATION**

#### **Section 1 - Civilian Organization**

The Support Committee for ALNC is a civilian organization consisting of representatives of National and State Veterans organizations and/or their Auxiliaries, eligible active members of the Armed Forces of the United States, civic organizations, governmental agencies or public officials, corporations, and/or individuals with an interest in the ALNC who are willing to assist this committee.

#### **Section 2 - Equal Representation**

Each member organization shall have equal representation on the Committee.

#### **Section 3 - Dues**

Membership dues shall be one hundred dollars (\$100.00) annually for each organization.

Membership dues shall be twenty-five dollars (\$25.00) annually for individuals.

All dues are non-refundable.

Dues for the membership year become due on January 1 of each year and become delinquent as of February 1.

## **ARTICLE III - MEETINGS**

### **Section 1 - Meeting times and locations**

Regular meetings shall be held at least once each calendar quarter. All meeting dates, times, and locations shall be set by the Chairperson with the approval of The Support Committee.

The meeting of the second quarter shall be designated as the ANNUAL MEETING.

Special meetings may be called upon the signature of any four Committee members provided that 15 days notice is given by either telephone, U. S. Mail, or e-mail to all members of the Committee.

### **Section 2 - Proceedings**

Only pertinent Cemetery data and business shall be discussed during the meetings of The Support Committee.

### **Section 3 - Parliamentary Authority**

ROBERT'S RULES OF ORDER as amended shall govern all proceedings of The Support Committee except where inconsistent with these By-laws.

### **Section 4 - Absences**

Unexcused absences by the duly appointed organizational delegate of three (3) consecutive meetings shall be reported to their parent organization with a request that a new representative be appointed to The Support Committee.

### **Section 5 - Quorums**

A simple majority of the members, or a minimum of seven (7) members present, whichever is less, providing that either group should include at least three (3) officers, will constitute a quorum of The Support Committee for ALNC.

A simple majority of its members, providing that at least two (officers) are included will constitute a quorum for any Executive Committee that may be created under the provisions of Article V, Section 4.

## **ARTICLE IV – MEMBERSHIP**



### **Section 1 – Membership Eligibility**

Any officially appointed individual by a recognized National or State Veterans organization and/or their auxiliaries or any officially appointed individual by a recognized civic organization, governmental agency, or public official, corporation, or any individual member in good standing who has an interest in the ALNC, who serves as a delegate or who serves on any committee is eligible to vote and hold office.

## **ARTICLE V - ORGANIZATION & COMMITTEES**

### **Section 1 - Officers and Directors of Committee**

A Chairperson, 1<sup>st</sup> and 2<sup>nd</sup> Vice-Chair and a Treasurer shall be elected by a majority vote of those present and who are eligible to vote. A Secretary, a Chaplain, a Sergeant-at-Arms, and a Parliamentarian shall be appointed by the Chairperson with the consent of the Support Committee. Appointed officers' terms shall be concurrent with the elected officers. The four elected officers (for purposes of incorporation in the State of Alabama) are also titled as Directors.

### **Section 2 - Ex-officio officers**

The Director of the Alabama National Cemetery shall serve in an advisory capacity as an Ex-Officio member of the Support Committee and as an ex-officio member of all its committees. The Director may be represented as necessary by a designed member of his/her staff. Neither the Director nor their designated representative shall have a vote.

### **Section 3 - Committees**

The Support Committee may by resolution create any necessary Committees to transact business between the regular quarterly Support Committee Meetings.

### **Section 4 - Audit Committee**

The Chairperson of The Support Committee shall appoint an Audit Committee of three (3) voting members of the Support Committee to conduct an annual audit of all records. The Audit Report shall be spread upon the minutes of the next regular quarterly meeting following the presentation of the Audit Report to The Support Committee.

## **ARTICLE VI -** **NOMINATIONS AND ELECTIONS OF OFFICERS**

### **Section 1 - Election of Officers**

The meeting for the Election of Officers will be the meeting held in the second quarter of the calendar year designated as the ANNUAL MEETING. Candidates must be present at the election or have a letter of acceptance on file with the Secretary stating their willingness to serve if elected.

Nominations for all elected offices may be made from the floor.

### **Section 2 - Voting Eligibility**

Each National or State Veterans organization and/or their auxiliaries, civic organization, governmental agency, public official or corporation, and individuals, which are otherwise members of The Support Committee, are entitled to only one vote at all proceedings.

### **Section 3 - Terms of Officers**

Newly elected officers shall be installed at the same meeting upon which they have been elected and will assume their duties for a period of two (2) years.

### **Section 4 - Officer Vacancies**

The unexcused absence of any elected or appointed officer from two consecutive regularly scheduled quarterly meetings will be cause for the Chairperson or 1<sup>st</sup> Vice Chair to declare such office vacant and for a replacement to be elected or appointed (as provided in these by-laws) at the next regularly scheduled quarterly meeting. They shall serve the remainder of the unexpired term to which they were elected or appointed.

## **ARTICLE VII -** **FINANCES & RECORD KEEPING**

### **Section 1 - Availability of Financial Records**

A Financial Statement pertaining to The Support Committee's activities shall be read and made available for inspection & distribution at all regularly scheduled quarterly meetings.

### **Section 2 - Bank Account Requirements**

All monies received shall be deposited in a Bank Account of the Treasurer's choice with consent of The Support Committee. The account shall be established in the name of ALVANC Support Committee.



- a) All checks and/or cash received shall be deposited therein as soon as practical after receipt by the Treasurer.
- b) Two (2) signatures shall be required on all checks of The Support Committee. Three (3) officers shall sign the Bank Signature Cards, any two of which shall be recognized as valid on the checks. The three (3) officers who shall be authorized to sign the checks are the Chairperson, the 1<sup>st</sup> Vice-Chair, and the Treasurer.

### **Section 3 - Approval for financial obligations**

No officer, member organization, or member of the Corporation that constitutes The Support Committee may make any financial obligation in behalf of The Support Committee without specific approval from The Support Committee.

### **Section 4 - Records Inspection**

The Support Committee shall maintain proper records of all its proceedings and transactions. Records shall be made available for inspection at the request of any member organization, individual member of The Support Committee, or any duly elected officer of the Corporation, or the Director of The Alabama National Cemetery or his/her designated representative. Requests for examination of the records shall be made, in writing, thirty (30) days prior notice having been given.

### **Section 5 - Monetary Remuneration or Compensation Prohibitions**

Officers and members of The Support Committee shall serve without monetary remuneration or compensation. However, members who perform special or required services such as: Audits, Legal and/or other outside services, or who incur expenses conducting the business of The Support Committee, may be compensated for such services and expenses with the approval of The Support Committee.

### **Section 6 - Expenditures and Reimbursements**

The Treasurer shall be authorized to issue checks for all approved fund expenditures upon receipt of an invoice from the vendor, or a receipt for the reimbursement from authorized expenditures. Such invoice or receipt shall become the voucher accounting for funds expended and shall be presented to the Audit Committee during their audit of the records. Such records shall be filed in a safe place for future reference. All expenditures must be authorized and approved by a majority of the voting membership present.



**Section 7 - Dissolution Clause**

In the event The Support Committee is dissolved all funds then on account will be donated to The Alabama National Cemetery Gift Fund.

**ARTICLE VIII - FUNDRAISING**

**Section 1 - Compliance with laws**

All fundraising by The Support Committee shall be in accordance with the Laws of the United States Government and the Internal Revenue Code under Section 501C, and in accordance with the Laws of the State of Alabama.

**ARTICLE IX - AMENDMENTS**

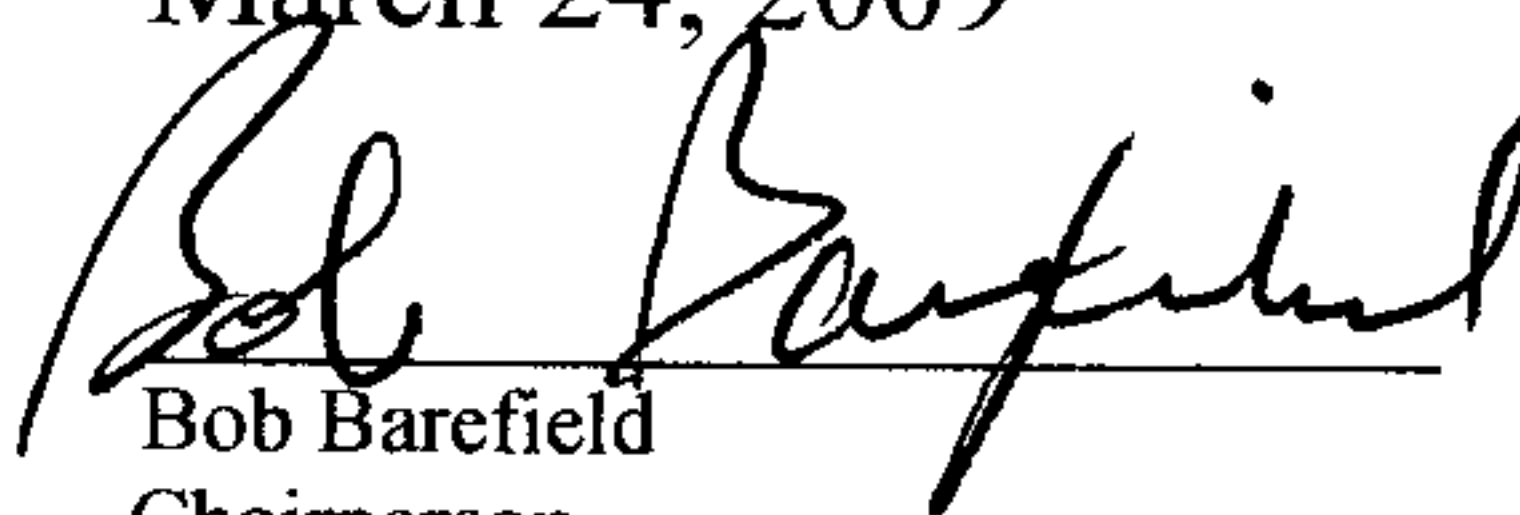
**Section 1 - Amendments requiring 2/3 majority**

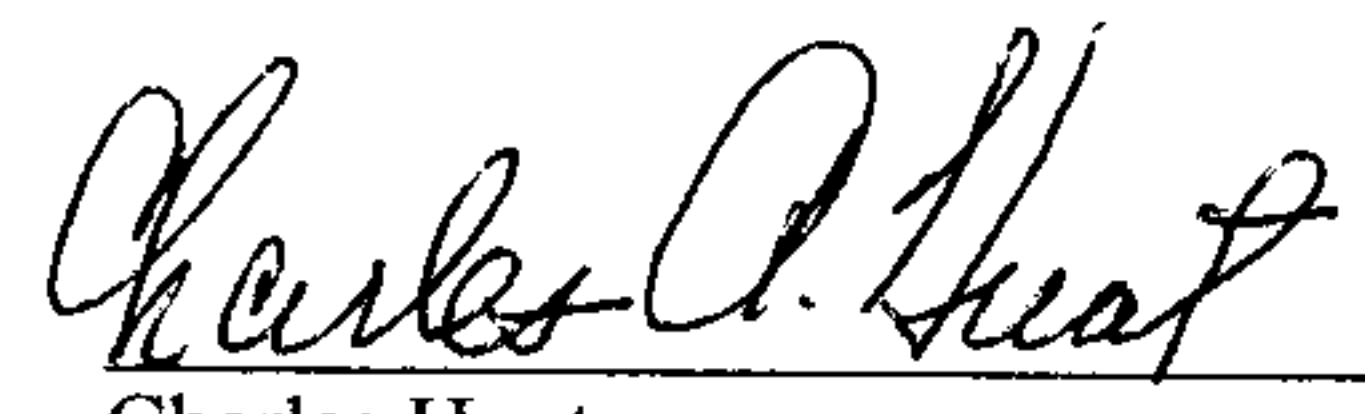
The by-laws may be amended at any meeting of The Support Committee by a 2/3 majority of those voting under the provisions of Article III, Section 5, provided that proper notice by either telephone, U. S. Mail, or e-mail was made to the members of The Support Committee as least 15 days prior to the meeting.

The by-laws may be amended at any meeting of The Support Committee by a 7/8 majority of those voting under the provisions of Article III, Section 5, upon a motion from the floor, without prior notice having been given.

By-laws Adopted: April 28, 2008  
Amended: March 24, 2009

Signed:

  
Bob Barefield  
Chairperson

  
Charles Hunt  
Secretary

# State of Alabama Shelby County

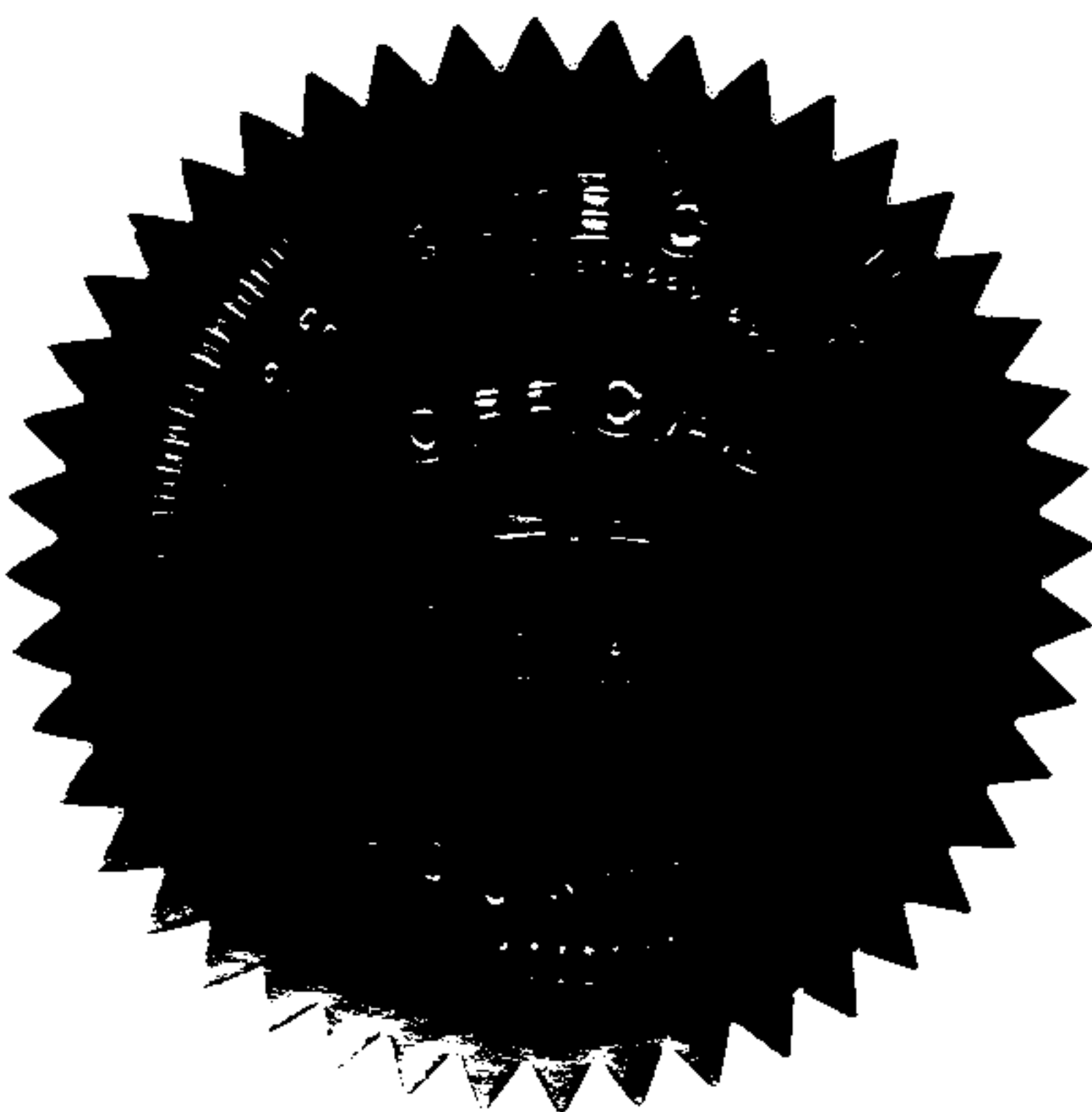
## Certificate of Corporation Of

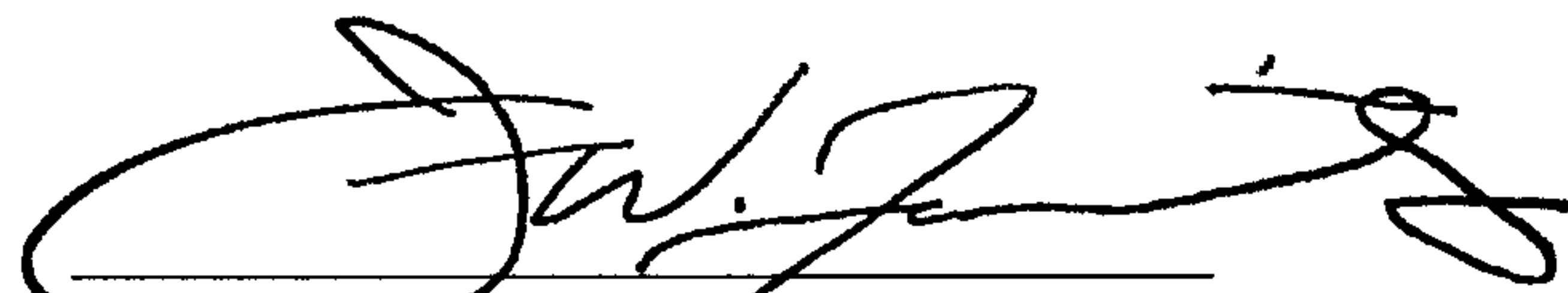
### SUPPORT COMMITTEE FOR ALABAMA NATIONAL CEMETERY

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of SUPPORT COMMITTEE FOR ALABAMA NATIONAL CEMETERY duly signed and verified pursuant to the provisions of Section Non Profit of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of SUPPORT COMMITTEE FOR ALABAMA NATIONAL CEMETERY and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on  
this the 9th day of April, 2009



  
James W. Fuhrmeister  
Judge of Probate