

Form **990-EZ**

Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

2009

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2009 calendar year, or tax year beginning January 1 , 2009, and ending December 31 , 20 **09**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization Alabama Workforce Development Initiative Number and street (or P O box, if mail is not delivered to street address) Room/suite 42 Inverness Center Parkway City or town, state or country, and ZIP + 4 Birmingham, AL 35242-4809	D Employer identification number 26-2948311 E Telephone number 205-992-7007 F Group Exemption Number ▶
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• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method Cash Accrual
Other (specify) ▶

I Website: ▶

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

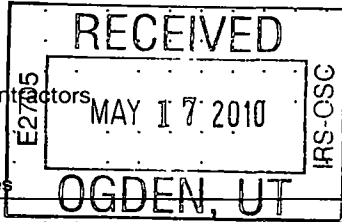
J Tax-exempt status (check only one) - 501(c) (3) ◀ (insert no) 4947(a)(1) or 527

K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts, if \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ **377,429.32**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

	Description		Amount
Revenue	1 Contributions, gifts, grants, and similar amounts received	1	377,429.32
	2 Program service revenue including government fees and contracts	2	
	3 Membership dues and assessments	3	
	4 Investment income	4	
	5a Gross amount from sale of assets other than inventory	5a	
	b Less: cost or other basis and sales expenses	5b	
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6 Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ▶ <input type="checkbox"/>		
	a Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	
	b Less: direct expenses other than fundraising expenses	6b	
c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c		
7a Gross sales of inventory, less returns and allowances	7a		
b Less: cost of goods sold	7b		
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8 Other revenue (describe ▶ _____)	8		
9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	377,429.32	
Expenses	10 Grants and similar amounts paid (attach schedule)	10	
	11 Benefits paid to or for members	11	
	12 Salaries, other compensation, and employee benefits	12	
	13 Professional fees and other payments to independent contractors	13	
	14 Occupancy, rent, utilities, and maintenance	14	
	15 Printing, publications, postage, and shipping	15	
	16 Other expenses (describe ▶ General Operating Expenses)	16	182,974.75
17 Total expenses. Add lines 10 through 16	17	182,974.75	
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	194,454.57
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	145,903.84
	20 Other changes in net assets or fund balances (attach explanation)	20	
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	340,358.41



Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ

(See the instructions for Part II)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	145,903.84	22 340,358.41
23 Land and buildings	0.00	23 0.00
24 Other assets (describe ▶ _____)	0.00	24 0.00
25 Total assets	145,903.84	25 340,358.41
26 Total liabilities (describe ▶ _____)	0.00	26 0.00
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	145,903.84	27 340,358.41

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

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Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		✓
34	Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	✓	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		✓
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
35a			
35b			
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		✓
37a	Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a 0.00		
b	Did the organization file Form 1120-POL for this year?		✓
37b			
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		✓
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on line 9 39a		
b	Gross receipts, included on line 9, for public use of club facilities 39b		
40a	Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under section 4911 ▶ 0.00 ; section 4912 ▶ 0.00 ; section 4955 ▶ 0.00		
b	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		✓
40b			
c	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.00		
d	Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ 0.00		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		✓
40e			
41	List the states with which a copy of this return is filed. ▶		
42a	The organization's books are in care of ▶ <u>Randy DeRieux</u> Telephone no. ▶ <u>205-257-2454</u> Located at ▶ <u>600 N. 18th St., Birmingham, AL</u> ZIP + 4 ▶ <u>35291</u>		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		
	If "Yes," enter the name of the foreign country. ▶		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
42b		Yes	No
			✓
c	At any time during the calendar year, did the organization maintain an office outside of the U S.?		✓
	If "Yes," enter the name of the foreign country: ▶		
42c			
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		<input type="checkbox"/>
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		✓
45			

Part VI **Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

	Yes	No
46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		<input checked="" type="checkbox"/>
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	<input checked="" type="checkbox"/>	
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		<input checked="" type="checkbox"/>
49a Did the organization make any transfers to an exempt non-charitable related organization?		<input checked="" type="checkbox"/>
b If "Yes," was the related organization a section 527 organization?		<input checked="" type="checkbox"/>

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				

f Total number of other employees paid over \$100,000 ▶ _____

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		

d Total number of other independent contractors each receiving over \$100,000 ▶ _____

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Sign Here

▶ *Randy DeRieux* Signature of officer

▶ 5/14/2010 Date

▶ **Treasurer** Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ _____ Date _____

Check if self-employed ▶

Preparer's identifying number (See instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ _____

EIN ▶ _____

Phone no ▶ _____

May the IRS discuss this return with the preparer shown above? See instructions ▶ Yes No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization Alabama Workforce Development Initiative	Employer identification number 26 : 2948311
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state. _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/2 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I b Type II c Type III—Functionally integrated d Type III—Other
 - e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")				392,500.00	377,429.32	769,929.32
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3				392,500.00	377,429.32	769,929.32
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						185,663.00
6 Public support. Subtract line 5 from line 4						584,266.32

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4				392,500.00	377,429.32	769,929.32
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						769,929.32

- 12** Gross receipts from related activities etc (see instructions) 12
- 13 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

- 14** Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) 14 %
- 15** Public support percentage from 2008 Schedule A, Part II, line 14 15 %
- 16a 33 1/3 % support test—2009.** If the organization did not check the box on line 13 and line 14 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization
- b 33 1/3 % support test—2008.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and **stop here.** The organization qualifies as a publicly supported organization
- 17a 10%-facts-and-circumstances test—2009.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization
- b 10%-facts-and-circumstances test—2008.** If the organization did not check a box on line 13, 16a, 16b or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization
- 18 Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

- 19a 33 1/3 % support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ►
- b 33 1/3 % support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 % check this box and **stop here**. The organization qualifies as a publicly supported organization ►
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b, and Part III, line 12. Provide any other additional information. See instructions.

Area with horizontal dashed lines for supplemental information.

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2009

Open to Public Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.**

▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

Department of the Treasury
Internal Revenue Service

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then

- Section 501(c)(4) (5), or (6) organizations Complete Part III

Name of organization Alabama Workforce Development Initiative	Employer identification number 26	Employer identification number 2948311
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Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ▶ \$
- 3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ \$
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group.
B Check if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		0.00													
b Total lobbying expenditures to influence a legislative body (direct lobbying)		25,109.98													
c Total lobbying expenditures (add lines 1a and 1b)		25,109.98													
d Other exempt purpose expenditures		157,864.77													
e Total exempt purpose expenditures (add lines 1c and 1d)		182,974.75													
f Lobbying nontaxable amount. Enter the amount from the following table in both columns		36,594.95													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width: 50%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)		9,148.74													
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.00													
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.00													
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying nontaxable amount				36,594.95	36,594.95
b Lobbying ceiling amount (150% of line 2a, column (e))					54,892.43
c Total lobbying expenditures				25,109.98	25,109.98
d Grassroots nontaxable amount				9,148.74	9,148.74
e Grassroots ceiling amount (150% of line 2d, column (e))					13,723.11
f Grassroots lobbying expenditures				0.00	0.00

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities? If "Yes," describe in Part IV			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?		

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid):		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information.

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Alabama Workforce Development Initiative

2009 Form 990-EZ

Page 3; Part V; Line 34

Attachment: By-laws amendment

**BYLAWS
OF
ALABAMA WORKFORCE DEVELOPMENT INITIATIVE**

Revised March 29, 2010

**BYLAWS
OF
ALABAMA WORKFORCE DEVELOPMENT INITIATIVE**

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**BYLAWS
OF
ALABAMA WORKFORCE DEVELOPMENT INITIATIVE**

**ARTICLE I
Board of Directors**

Section 1. Creation of Board. All corporate powers of Alabama Workforce Development Initiative (the "Corporation") shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the discretion of, a Board of Directors (the "Board"). All of the powers and duties conferred or imposed upon a board of directors by Sections 10-3A-1, et seq., Code of Alabama (1975) as amended, shall be exercised and performed by the Board. The number of members of the Board shall be three. Such number may be increased or decreased by resolution of the Board. However, such number shall not be decreased to less than three. The three members of the Board shall be composed of the following persons:

- (a) One individual appointed by the Board of Directors of the Corporation;
- (b) One individual jointly appointed by the Boards of Directors of the Alabama chapters of the Associated Builders and Contractors and Associated General Contractors; and
- (c) One individual appointed by the Board of Directors of the Alabama AFL-CIO.

Section 2. Terms of Directors. Each appointed director shall hold office from the date notice of the appointment is provided to the President or Secretary of the Corporation by mail, email, or facsimile until the second annual meeting of the Board following their appointment and until their successors are duly appointed in accordance with these Bylaws.

Section 3. Resignation of Directors. Any director may resign at any time upon written notice to the Corporation addressed to it at its principal office or to its President or Secretary. Any resignation shall become effective at the time or upon the happening of the condition, if any, specified therein, or, if no such condition or time is specified, upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal of Directors from Office. No director may be removed from office except as provided in these Bylaws. Any director may be removed from office with or without cause by the vote of two thirds of the members of the Board then in office. Any director may also be removed from office with or without cause by the organization that appointed the

director to office, as provided in Sections 1(a) and 1(c) of this ARTICLE I, or jointly removed by the organizations that appointed the director to office as provided in Section 1(b) of this ARTICLE I.

Section 5. Vacancy Among Directors. Any vacancy in the Board occurring by reason of the resignation, removal, disqualification, incapacity, or death of a director shall be filled by an appointment made within fifteen business days of notice of the vacancy to the organization or organizations entitled to appoint the director to office as provided in Section 1 of this ARTICLE I. The person appointed to fill such vacancy shall hold office for the unexpired portion of the term related to such vacancy.

Section 6. Annual Meeting of the Board. The annual meeting of the Board shall be held in March of each year on a date and at a time and place as shall be determined by resolution of the Board; provided, however, that the Board may by resolution specify a different month for its annual meeting.

Section 7. Regular Meetings of the Board. Regular meetings of the Board shall be held at such times and places as the Board by resolution may determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day which is not a legal holiday.

Section 8. Special Meetings of the Board. Special meetings of the Board may be called by either (a) the Chairman of the Board or (b) a majority of the directors then in office. Each special meeting shall be held at such time and place as may be specified in the notice of the special meeting. Business transacted at a special meeting shall be limited to the purpose or purposes stated in the notice of meeting.

Section 9. Notice of Meetings. Notice of the time, day, and place of all meetings of the Board shall be given to all members of the Board in person, by telephone, mail, e-mail, or facsimile, by or at the direction of the Chairman of the Board or the persons who called the meeting. For special meetings, the notice of meeting shall further specify the purpose or purposes for which the meeting is being called. If the notice is sent by mail, it must be deposited in the United States first class mail or with a private mail carrier for overnight delivery, postage prepaid and addressed to the member at his address as it appears on the records of the Corporation, at least five days before the day of the meeting. If the notice is sent by any other method or is delivered in person, the notice must be sent or delivered at least forty-eight hours before the meeting. A waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be equivalent to the giving of notice.

Section 10. Quorum. All of the three directors shall constitute a quorum at any meeting of the Board for the transaction of business. The unanimous act of all of the directors at any meeting at which there is a quorum shall be an act of the Board, except as may be otherwise specifically provided by law or by the Articles of Incorporation of the Corporation or by these Bylaws. Where the Corporation is contemplating entering into a transaction with either a member of the Board or a Related Person, as such term is defined in Section 2(d) of ARTICLE IV of these Bylaws, of a member of the Board, then such member of the Board may abstain from

acting and the unanimous act of the remaining two directors at any meeting shall constitute an act of the Board. Members of the Board may participate in any meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating at the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. In the event of any failure to reach a quorum at any two consecutive, duly scheduled or called meetings of the Board or to have an act of the Board on any matter presented to the Board by one or more members of the Board, then any member of the Board may submit to mediation before a neutral mediator (i) any matter that the member intended to present to the Board at any meeting for which there was no quorum or (ii) the matter that failed to reach a consensus of all of the directors present at the meeting at which there is a quorum. The member of the Board requesting mediation shall provide notice to the other members of the Board, at their email addresses as they appear on the records of Corporation, of the matter or matters being submitted to mediation. All members of the Board shall select the neutral mediator within 15 business days of the emailed notice. If all members of the Board cannot agree to a neutral mediator, then any two members of the Board may select such neutral mediator. All members of the Board shall participate in the mediation in good faith, consulting and negotiating with each other, in an attempt to reach a speedy, just and equitable solution to the mediated matter or matters satisfactory to all members of the Board. Notwithstanding anything in this Section 10 to the contrary, no corporate change governed by ARTICLE X of the Articles of Incorporation may be mediated.

Section 11. Written Consent Actions. Any action required to be taken or permitted to be taken by the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board. The written consent action shall have the same force and effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 12. Additional Powers. In addition to the powers and authority in these Bylaws expressly conferred upon it, the Board may exercise all powers of the Corporation.

Section 13. Transactions with Directors. Except as may otherwise be provided by applicable law, these Bylaws, or the Articles of Incorporation, no contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board or a committee thereof which authorizes, approves, or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the Corporation and if the fact of such relationship or interest is disclosed to the Board or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors or considering such interested directors as present for purposes of constituting a quorum. Such transactions shall also satisfy the requirements to meet the rebuttable presumption of reasonableness under Section 4958 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law, and the regulations thereunder (the "Code").

Section 14. Compensation of Directors. Directors shall not receive compensation for their services in such office; provided, however, that the Board may provide for the reimbursement of reasonable expenses.

ARTICLE II Committees

Section 1. In General. The Board may, by a resolution passed by all of the directors then in office, create such committees as it may deem necessary or useful to promote the purposes and carry on the work of the Corporation. Each such committee shall consist of any number of persons chosen by the Board, who need not be members of the Board so long as at least two members of the Board are members of the committee. Committees may not exercise any power of the Board, including, without limitation, the power to do any of the following:

- (a) Amend or restate the Articles of Incorporation;
- (b) Amend, alter, or repeal the Bylaws;
- (c) Adopt a plan for the distribution in liquidation of the assets of the Corporation;
- (d) Effect a dissolution of the Corporation;
- (e) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;
- (f) Adopt a plan of merger or consolidation;
- (g) Elect, appoint, or remove any member of any such committee or any director or officer of the Corporation; or
- (h) Amend, alter, or repeal any action or resolution of the Board.

Section 2. Terms. Each member of a committee shall continue in such capacity until the next annual meeting of the Board or until such person's successor is appointed, unless the committee shall sooner be terminated by the Board.

Section 3. Resignation and Removal. Any member of a committee may resign at any time upon written notice to the Corporation addressed to it at its principal office or to its President or Secretary. The Board may remove any member of a committee from such office at any time with or without cause.

Section 4. Chairmen of Committees. The Board shall appoint one member of each committee as chairman.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as is provided for in the case of original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board establishing the committee, a majority of the whole committee shall constitute a quorum.

Section 7. Written Consent Actions. Any action required to be taken or permitted to be taken by a committee of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of committee of the Board. The written consent action shall have the same force and effect as a unanimous vote of such committee and shall be filed with the minutes of the proceedings of such committee.

Section 8. Rules of Governance. Each committee may adopt rules for its own governance not inconsistent with the Articles of Incorporation of the Corporation, these Bylaws, or rules adopted by the Board.

ARTICLE III Officers

Section 1. In General. The officers of the Corporation shall consist of a Chairman of the Board, a President, one or more Vice Presidents, a Secretary, and a Treasurer. Such officers shall be elected by the Board at its annual meeting and shall serve upon such conditions as the Board deems appropriate. The Board may appoint such other officers, assistant officers, and agents (including an Executive Director) as it deems necessary to carry out the business of the Corporation. Such other officers, assistant officers, and agents shall hold their offices upon such conditions and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. Two or more offices may be held by the same person, except that the President may not also serve as Secretary. No officer, other than the Chairman of the Board, need be a member of the Board. The officers of the Corporation may receive such reasonable compensation for services rendered as the Board may deem appropriate.

Section 2. Terms. Unless an officer should earlier resign, be removed from office, be disqualified from serving in such office, become incapacitated, or die, each officer shall hold office for a term ending on the date of the annual meeting following such officer's election; provided, however, that if (a) the officer is not re-elected at such annual meeting, (b) no successor is elected to fill the position held by such officer, and (c) the Board does not designate the office as vacant, then the officer shall continue to serve as such officer until one of the events in (a), (b), or (c) should occur, but for a period of no more than three years. Notwithstanding any other provision of these Bylaws, any officer may be removed at any time, with or without cause, by the vote of the members of the Board then in office.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term related to the vacancy.

Section 4. Duties of the Chairman of the Board. The Chairman of the Board shall, when present, preside at all meetings of the Board. In general, such person shall perform all the

duties incident to the office of chairman of the board. The Chairman of the Board shall perform such other duties as may be prescribed by these Bylaws or assigned to such person by the Board.

Section 5. Duties of the President. The President shall be the chief executive officer of the Corporation and shall be subject to the general direction of the Board. The President shall exercise general supervision over the property, business, and affairs of the Corporation, shall perform such other duties as may be prescribed by these Bylaws or assigned to such person by the Board, and shall coordinate the work of the other officers of the Corporation.

Section 6. Duties of Vice Presidents. The Vice Presidents, in order of their seniority or as designated by the Board, shall in the absence, inability, or disability of the President perform the duties and exercise the powers of said office, and when so acting shall be subject to all restrictions upon the President. At all other times the Vice Presidents shall perform such other duties and exercise such other powers as the Board may prescribe, or as the President may delegate.

Section 7. Duties of the Secretary. The Secretary shall record the minutes of the meetings of the Board and shall perform such other duties as may be delegated to the Secretary by the President or the Board. The Secretary shall have charge of the seal of the Corporation and shall have authority to attest documents, contracts, deeds, and other instruments for the Corporation and to affix the corporate seal thereto.

Section 8. Duties of the Treasurer. The Treasurer shall have charge and custody of the funds, securities, and other like property of the Corporation and shall be responsible for the receipt, investment, safeguarding, and disbursement of the funds of the Corporation. The Treasurer may endorse checks, drafts, and other instruments for the payment of money for deposit or collection by the Corporation and shall deposit the same in such bank or banks as the Board may designate, and the same shall not be withdrawn therefrom except by checks, drafts, or orders to be signed in the manner designated by the Board pursuant to these Bylaws. The Treasurer shall also have authority to attest documents, contracts, deeds, and other legal documents for the Corporation and affix the corporate seal thereto. The Treasurer shall be subject to the general direction of the President and the Board.

Section 9. Duties of the Executive Director. The Executive Director, if one is appointed by the Board, shall have general supervision over the daily management of the business of the Corporation and shall be responsible for carrying into effect all actions and resolutions of the Board to the extent that such actions and resolutions are not made the responsibility of another officer of the Corporation. The Executive Director shall make such reports to the Board as it may require. The Executive Director shall be subject to the general direction of the Chairman of the Board.

Section 10. Execution of Documents. The Chairman of the Board, the President, and any Vice President are authorized, in their discretion and to the extent permitted herein and by law, to do and perform any and all corporate and official acts in carrying on the Corporation's business, including but not limited to the authority to make, execute, acknowledge, and deliver all deeds, mortgages, releases, bills of sale, assignments, transfers, leases, powers of attorney or of substitution, proxies to vote stock, or any other instrument in writing that may be necessary in

the purchase, sale, lease, assignment, transfer, management, or handling in any way of property of any description held or controlled by the Corporation, in any capacity. This shall include authority from time to time to borrow money in such amounts, for such lengths of time, at such rates of interest and upon such terms and conditions as any said officer may deem proper, and to evidence the indebtedness thereby created by executing and delivering in the Corporation's name, promissory notes or other appropriate evidences of indebtedness. The enumeration herein of particular powers shall not restrict in any way the general powers and authority of said officers. The Board may authorize any other officer or officers or 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 delegated by the person so authorized; but, unless so authorized by the Board or these Bylaws, 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 to render it liable for any purpose or to any amount. The Treasurer, the Secretary, or any Assistant Treasurer or Assistant Secretary are authorized to attest the signature of the Chairman of the Board, the President, or the Vice President and to affix the corporate seal to any and all instruments requiring such attestation or execution under seal.

ARTICLE IV Conflicts of Interest

Section 1. Purpose. It is the policy of the Corporation that all persons who exercise substantial influence over the affairs of the Corporation should be free from the influence of conflicting interests when they act on behalf of the Corporation, and that they should act solely in the best interests of the Corporation, without regard to personal considerations.

This ARTICLE IV provides procedures to be observed when the Corporation is contemplating entering into a transaction or arrangement that might benefit the private interest of a person who exercises substantial influence over the affairs of the Corporation, to require the reporting of such private benefits, to address the making of compensation determinations and the receipt of gifts, and to require annual statements of compliance with this ARTICLE IV. This ARTICLE IV is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable corporations, including Section 4958 of the Code.

Section 2. Definitions. For purposes of this ARTICLE IV:

- (a) A "Conflict of Interest" exists where the Corporation has, or is contemplating entering into, a transaction or arrangement, including a Compensation Arrangement, with an Interested Person or a Related Person.
- (b) "Compensation Arrangement" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- (c) "Interested Person" includes the officers and directors of the Corporation, any other person who, based on all facts

and circumstances, is in a position to exercise substantial influence over the affairs of the Corporation, and any person who has been in such a position within the last five (5) years.

- (d) “Related Person” means, with respect to an Interested Person: (i) his or her spouse, siblings, ancestors, descendants, and the spouses of descendants; and (ii) a corporation, partnership, trust, or estate in which the Interested Person or any person or persons described in (i), or both or all of them, own an investment or beneficial interest.

Section 3. Disclosure of a Conflict of Interest. An Interested Person shall disclose any Conflict of Interest of the Interested Person to the Board or a committee authorized by the Board to consider the proposed transaction or arrangement (either, the “Authorized Body”). Disclosure of the Conflict of Interest, including all material facts, shall be accomplished by written or oral notice delivered to the Authorized Body at a meeting of the Authorized Body. Thereafter, the Interested Person shall leave the meeting.

Section 4. Failure to Disclose a Conflict of Interest. If the Authorized Body has reasonable cause to believe any Interested Person has failed to make the disclosure required by Section 3 of this ARTICLE IV, the Authorized Body shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose. After hearing the response, if any, of the Interested Person, and after making further investigation as warranted by the circumstances, the Authorized Body shall take appropriate disciplinary and corrective action relative to the failure of the Interested Party to disclose the Conflict of Interest.

Section 5. Actions for Addressing Conflicts of Interest. With respect to any Conflict of Interest disclosed to or identified by the Authorized Body pursuant to this ARTICLE IV, the Authorized Body shall take the following action:

- (a) The chairman of the Authorized Body shall, if appropriate, appoint a disinterested person or committee to investigate a reasonable alternative to the transaction or arrangement creating the Conflict of Interest;
- (b) After exercising due diligence, the Authorized Body shall determine whether the Corporation can secure, with reasonable efforts, a more advantageous transaction or arrangement such that no Conflict of Interest is present; and
- (c) If a more advantageous transaction or arrangement cannot be secured without creating a Conflict of Interest, the Authorized Body shall determine whether the transaction or arrangement creating the Conflict of Interest is fair and

reasonable to the Corporation, in its best interest, and for its own benefit. In conformity with the above determination, the Corporation shall make its decision as to whether to enter into or continue the transaction or arrangement.

All decisions of the Authorized Body shall be taken by a unanimous vote of all disinterested members of the Authorized Body. No transaction or arrangement between the Corporation and an Interested Person or a Related Person shall be either void or voidable solely because of a Conflict of Interest, if the Conflict of Interest is disclosed to the Authorized Body, and the underlying transaction or arrangement is found to be fair and reasonable to the Corporation and in the best interest of the Corporation, in accordance with this ARTICLE IV.

Section 6. Records of Proceedings. With respect to proceedings required by this ARTICLE IV, the minutes of meetings of the Authorized Body shall contain:

- (a) The names of the Interested Persons who disclosed or otherwise were found to have a Conflict of Interest;
- (b) The nature of the Conflict of Interest;
- (c) Any action taken to determine whether the underlying transaction or arrangement was or would be fair and reasonable to the Corporation and in its best interest;
- (d) The determination of the Authorized Body as to whether the underlying transaction or arrangement in fact was or would be in the best interest of the Corporation; and
- (e) The names of the persons who were present for discussions and votes relating to the underlying transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 7. Compensation. A director who receives compensation, directly or indirectly, from the Corporation is precluded from voting on matters pertaining to that person's compensation.

Section 8. Annual Statements. Interested Persons shall be identified by the Board each year at the annual meeting of the Board. Thereafter, each Interested Person shall complete and affirm a statement, in the form of Exhibit A attached hereto, that such person: (a) has received a copy of this ARTICLE IV; (b) has read and understands this ARTICLE IV; (c) has agreed to comply with this ARTICLE IV; and (d) understands the Corporation is a charitable organization and that, in order to maintain its tax-exempt status, the Corporation must engage primarily in activities which accomplish one or more of its charitable purposes.

Section 9. Periodic Reviews. To ensure the Corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted as requested by the Board from time to time. Any periodic review requested by the Board shall be conducted at or in conjunction with an annual meeting of the Board, and shall address the following subjects:

- (a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- (b) whether partnerships, joint ventures, and arrangements with management organizations in which the Corporation participates, conform to the Corporation's written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further charitable purposes, and do not result in any inurement, impermissible private benefit or in any excess benefit transaction.

When conducting the periodic reviews provided for in this Section 9, the Corporation may, but need not, use outside advisors. Use of outside experts shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE V Notes and Checks

No funds may be disbursed through check, draft or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation except as specifically and duly authorized by an act of the Board. All such duly authorized checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, as shall from time to time be determined by resolution of the Board. The President, any Vice President, the Treasurer, any Assistant Treasurer, or any other officer or employee designated by the Board of Directors, is authorized and empowered on behalf of the Corporation and in its name to endorse checks and warrants, to draw drafts, to give receipts for money due and payable to the Corporation, and to sign such other papers and do such other acts as are necessary or appropriate to perform such duties.

ARTICLE VI Seal

The corporate seal of the Corporation shall consist of two concentric circles, between the edges of which shall be engraved the words: "Alabama Workforce Development Initiative", and across the center thereof the words: "Corporate Seal".

ARTICLE VII
Principal Place of Business

The principal place of business of the Corporation shall be in Jefferson County, Alabama, or at such other place or places as may be designated from time to time by the Board.

ARTICLE VIII
Fiscal Year

The fiscal year of the Corporation shall begin on January 1st and shall end on December 31st, but may be changed by resolution of the Board.

ARTICLE IX
Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in any manner whatsoever and to invest and reinvest any funds held by it, according to the judgment of the Board without regard to restrictions which a director is or may be permitted to impose on a class of investments; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial or loss of status as a tax-exempt organization under the provisions of Section 501(c)(3) of the Code.

ARTICLE X
Amendments

These Bylaws may be amended, repealed, or altered in whole or in part by the affirmative vote of two thirds of the members of the Board then in office at any meeting which is duly convened after notice of such purpose.

ARTICLE XI
Immunity

Section 1. Statutory Immunity for Officers. Pursuant to Section 10-11-1, et seq., Code of Alabama (1975), each noncompensated officer and member of a governing body of the Corporation shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the Corporation except as follows: (a) his act or omission gives rise to a cause of action and amounts to willful or wanton misconduct or fraud, or gross negligence; (b) the civil action is brought by the Corporation; (c) the cause of action relates to a personal injury to, or death of, another person or property damage arising from an accident inflicted by the officer or director acting within the line and scope of his or her duties; or (d) an action is brought by the Department of Examiners of Public Accounts.

Section 2. Statutory Immunity for Volunteers. Pursuant to Section 6-5-336, Code of Alabama (1975), all volunteers shall be immune from civil liability on the basis of any act or omission of such volunteer resulting in damage or injury if both (a) the volunteer was acting in good faith and within the scope of such volunteer's official functions and duties for the Corporation, and (b) the damage or injury was not caused by willful or wanton misconduct by

such volunteer. For purposes of this Section 2, the term "volunteer" shall include all persons performing services for the Corporation without compensation (other than reimbursement for actual expenses incurred), and such term shall include any such person serving as a director, officer, trustee, or direct service volunteer.

ARTICLE XII Indemnification

Section 1. Definition. For purposes of this ARTICLE XII, the term "officer" shall include the Corporation's officers, directors, trustees, and the members of any other governing body of the Corporation, and any reference herein to directors, officers, employees, or agents shall include former directors, trustees, officers, employees, and agents and their respective heirs, executors, and administrators.

Section 2. In General. The Corporation shall indemnify any officer of the Corporation who is or was a party to any proceeding by reason of the fact that the officer is or was such an officer or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or nonprofit enterprise against all liabilities and expenses incurred in the proceeding except such liabilities and expenses as are incurred because of the officer's willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by an officer of the Corporation in a proceeding upon receipt of an undertaking from the officer to repay the same if it is ultimately determined that the officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the Corporation and shall be accepted without reference to the officer's ability to make repayment. The Board is hereby empowered to contract in advance to indemnify and advance the expenses of any officer of the Corporation.

Section 3. Additional Indemnification. The Board is hereby empowered to cause the Corporation to indemnify or contract in advance to indemnify any person not specified in Section 2 of this ARTICLE XII who was or is a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or nonprofit enterprise, to the same extent as if such person was specified as one to whom indemnification is granted in Section 2.

Section 4. Indemnification Insurance. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this ARTICLE XII and may also procure insurance, in such amounts as the Board may determine, on behalf of any person who is or was a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or nonprofit enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under the provisions of this ARTICLE XII.

Section 5. Legal Determinations. In the event of a change in the composition of a majority of the Board after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section 2 of this ARTICLE XII shall be made by special legal counsel agreed upon by the Board and the proposed indemnitee. If the Board and the proposed indemnitee are unable to agree upon such special legal counsel, the Board and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

Section 6. Scope of Indemnification. The provisions of this ARTICLE XII shall be applicable to all actions, claims, suits, or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification, or repeal of this ARTICLE XII shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue, or matter in any then-pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification, or repeal.

EXHIBIT A

ANNUAL DISCLOSURE STATEMENT

I, _____, hereby certify the following:

1. I have received a copy of the Conflicts of Interest Policy included in ARTICLE IV of the Bylaws of _____ (the "Policy");
2. I have read the Policy;
3. I understand the Policy;
4. I agree to comply with the Policy; and
5. I have previously disclosed any conflicts of interest in accordance with the Policy.

Dated _____, _____.

By: _____
Name: _____
Title: _____