

Alpha Charity League
EIN: 27-1984524

BYLAWS OF ALPHA CHARITY LEAGUE, LLC.

ARTICLE I. NAME

The name of this corporation shall be Alpha Charity League, Inc., herein after referred to as the Corporation.

ARTICLE II. PURPOSE

The purposes of this Corporation are to initiate and promote charitable endeavors, to foster the mother-son relationship and to create Leadership opportunities.

SEC.A.

Chapter affiliation to Alpha Charity League, LLC. is detailed in the Alpha Charity League, Inc. Bylaws, and includes:

1. Chapter formation, disaffiliation, and revocation of charter, Article 3.
2. Chapter responsibilities to Alpha Charity League, LLC., Article 3.
3. Dues, fees, and assessments to Alpha Charity League, LLC., Article 4.

ARTICLE III. MEMBERSHIP

SEC.A. ADMISSION TO MEMBERSHIP.

1. Prospective Members

a. Applications for membership shall be accepted only during the annual membership recruitment period and is limited to fifty (50) boys per Class/Grade level.

b. Admission is open enrollment for incoming 7th graders and new chapter formation(s) on a first come/first in basis.

b.1. Vacancies in the 8th grade class due to attrition or a vacancy is by open enrollment.

c. Chapter membership is closed to new members beginning in the 9th grade.

d. Shall reside within the designated High School and Middle School attendance zone.

e. Shall only apply to one Chapter.

f. Membership is finalized by receipt of funds for annual dues or by final selection of the Executive Director.

SEC. B. MEMBERSHIP

1. Solicit members from area middle schools, both private and public, at their peer group meetings approved and hosted by the local Parent/Teacher Association and through area publications.
 - a. Membership is for the duration of Middle and High School years.
 - b. Membership is renewed each year dependent upon receipt of annual dues.

2. Reinstatements

- a. A former member who desires membership shall reapply up to the end of his 9th grade year.
- b. Reinstatement is official upon receipt of the annual dues.

3. Transfers

- a. A transfer is defined as a member who moves into the defined geographic boundaries of another Chapter.
- b. A member in good standing and wishing to transfer shall make requests in writing to the Vice Presidents of the two (2) Chapters.

1. The Vice President of the initial Chapter shall submit a written report, along with recommended action, to the receiving Chapter.

2. Transfers shall be accepted at the discretion of the receiving Chapter's Chapter Liaison Officer and Chapter President. Chapters are strongly urged to accept members in good standing requesting transfer.

3. Transfers may be accepted into membership immediately following Chapter Liaison Officer and Chapter President's approval. Notice of action shall be sent to the initial Chapter.

c. Dues and Fees

1. Transfers shall not be charged an entrance fee.

2. Transfers may be charged applicable Chapter fees at the discretion of the receiving Chapter.

3. Dues paid to the initial Chapter maybe transferable after the first Regular meeting of the year.

4. The years of membership shall be transferable.

5. Hours shall be transferable but special requirements of the receiving Chapter shall apply.

d. Inactive Membership

1. May be granted by the Chapter Liaison Officer to an Active member who submits a written request to the Chapter Vice President.

2. May be granted for up to one (1) year and for no more than two (2) successive years, except for extenuating circumstances.

3. May be granted for the following reasons:

- a. Lengthy absence from the area.

b. Prolonged illness.

c. Special circumstances.

4. Shall pay annual dues as specified in Article IV. May be excused from other financial obligations.

5. Shall maintain privileges and shall be excused from responsibilities of Active membership.

6. May be excused from service hours and attendance requirements of Active membership.

e. Requirements of Active members:

1. Shall pay annual dues as specified in Article IV.

2. Shall fulfill financial obligations as specified in Article IV.

3. Shall fulfill service hour's obligations as specified in Article V.

4. Shall fulfill attendance obligations as specified in Article V.

f. Responsibilities of Active members:

1. Shall give direction to the Chapter President and general direction to the Board of Directors through the Chapter Liaison Officer.

2. Shall maintain standards and policy by receiving and acting upon reports of the Chapter Liaison Officer.

3. Shall approve minutes.

4. Shall fill vacancies on the Board of Directors not filled by the Board of Directors.

5. Shall approve the budget.

6. Shall set financial obligations and amounts not otherwise specified in these Bylaws.

7. Shall take all other action requiring membership vote and conducts such other business as may come before the members.

SEC.E. RESIGNATIONS.

A member may resign at any time in writing. A resignation shall not relieve a member from any obligation incurred before resignation.

SEC.F. REQUIREMENTS FOR GOOD STANDING.

1. Shall fulfill required financial, service and attendance obligations as specified in these Bylaws.

2. Shall fulfill penalties imposed as a result of failure to fulfill requirements.

SEC.G. PENALTIES AND PROBATION.

1. Penalties may be imposed and/or members may be placed on probation by action of the Board of Directors for not fulfilling requirements for good standing.

2. A member shall be given fifteen (15) days notice and a chance to be heard prior to suspension of any rights or privileges.

SEC.H. SUSPENSION AND TERMINATION OF MEMBERSHIP.

1. The Board of Directors may initiate proceedings to suspend privileges or terminate the membership of any member.
2. A written notification stating the cause for such action shall be given to the member at least fifteen (15) days prior to the effective date of the suspension or termination.
3. The member shall be given an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of such action by a committee appointed by the Chapter Liaison Officer and President to conduct the hearing and make recommendations to the Board of Directors.
4. The decision of the Board of Directors shall be final.

ARTICLE IV. FINANCIAL OBLIGATIONS

SEC.A. ANNUAL DUES.

Shall be payable January 1st and shall be delinquent after March 1st.

SEC.B. FEES.

1. Annual Dues will be based upon Chapter membership and historical costs.
 2. Inactive members must submit annual dues to maintain membership status.
2. Other Fees
- a. Delinquent payment of dues will be based upon current market pricing.

SEC.C. OTHER.

1. The Chapter shall be reimbursed by the member for expenses incurred due to lack of reasonable notification.
2. The Chapter shall be reimbursed by the member for financial commitments and/or reservations incurred by the Chapter on behalf of the member.
3. Failure to comply with financial obligations may be cause to initiate proceedings to terminate membership. (See Article IV, Section A.)

ARTICLE V. ATTENDANCE AND SERVICE OBLIGATIONS

SEC.A. ATTENDANCE.

1. Attend a minimum of four (4) Regular monthly Class meetings of members.
2. Attend 2 "All Hands on Deck" meetings.
3. Complete fifteen (15) hours of community service through corporation approved charities and activities.
4. Service hours shall be completed and reported by the calendar year determined by the Chapter.

SEC.B. MOTHERS' SERVICE HOURS.

1. Shall complete a minimum of six (6) charity service hours annually.
2. Attend 2 "All Hands on Deck" meetings.
3. Service hours shall be completed and reported by the calendar year determined by the Chapter.

ARTICLE VI. MEETINGS OF MEMBERS

SEC.A. REGULAR AND SPECIAL MEETINGS.

1. Meetings shall be held at such time or place, in or out of the state of Texas, as may be determined by the Chapter members or Chapter Liaison Officer.
2. A minimum of seven (7) Regular meetings shall be held during the year.
3. The meeting at which the officers are elected shall be held no later than March 31st.
4. Special meetings may be called by the Board of Directors or upon written request of five (5) percent or more of the voting members for any lawful purpose. The Board of Directors shall fix a meeting date, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the written request for a Special meeting.

SEC.B. NOTICE OF MEETINGS.

1. Notice of Regular and Special meetings shall be given to each member, personally, by standard mail or e-mail not less than seven (7) days before the meeting.
2. Notice shall state the date, time and place of meeting, and
 - a. In the case of a Special meeting, the general nature of the business to be transacted, and no other business may be transacted, or
 - b. In the case of a Regular meeting, those matters which the Chapter Officers and/or Board of Directors, at the time the notice is given, intends to present for action by the members, but any proper matter may be presented for action except as provided in 6. below.
 - c. In the case of any meeting at which elections are to take place, the names of all those who are nominees at the time the notice is given.
3. Whenever a meeting is adjourned to another time or place, notice need not be given if the time and place are announced at the meeting at which the adjournment is taken. If the adjournment is for more than forty-five (45) days, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting.
4. Except for 6. below, the transactions of any meeting of members, however called and noticed, are as valid as those at a meeting after regular call and notice if a quorum is present and if each of the persons entitled to vote, not present, signs a waiver of notice or consent to hold the meeting or an approval of the minutes thereof. Attendance of a person at a meeting shall constitute a waiver of notice except when the person objects at the beginning of the meeting. All such waivers, consents and approvals shall be filed with the corporate records.

5. Approval of members, required for the following, shall be valid only if the general nature of the proposal so approved was stated in the notice of meeting or in any written waiver of notice:

- a. Removal of officers or directors from office as specified in Article VIII, Section F.
- b. Filling vacancies on the Board of Directors by the members as specified in Article VIII, Sections D. and F.
- c. Amendments to the Articles of Incorporation or Bylaws as specified in Article XIV.
- d. Election for voluntary dissolution.

SEC.C. QUORUM.

1. One third of the voting power shall be represented in person to constitute a quorum at a meeting of the members.
2. In the absence of a quorum, any meeting may be adjourned to another time by the vote of a majority of the votes represented in person, but no other business may be transacted.

SEC.D. VOTING PROCEDURES.

1. Each eligible voting member present in person is entitled to one vote. Voting by proxy shall not be permitted.
2. Voting procedures for elections are set forth in Article VII.
3. Members may not hold the same office in consecutive years, but may hold the same office more than one time.
4. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting and voting on any matter shall be the act of the members, unless the vote of a greater number is required by the law, Articles of Incorporation or these Bylaws.

SEC.E. ACTION WITHOUT MEETING SHALL NOT BE PERMITTED.

ARTICLE VII. ELECTION PROCEDURES

SEC.A. QUALIFICATIONS AND ELECTION PROCESS

1. Members shall be in good standing and shall be Active members.
2. Interested members, with parental support and prior approval, will submit their name to the Chapter President. Names will be randomly drawn for each office per their submission for position.
3. Members do not have to be present to submit their name for consideration of an office. Notification of interest must be submitted to the Chapter President prior to the regularly scheduled chapter meeting.

SEC.B. ELIGIBILITY FOR AN OFFICE ON THE BOARD OF DIRECTORS:

1. A member shall be and have been in good standing for at least one (1) year.
2. No officer shall serve in the same capacity for more than three (3) years.

3. Any officer serving more than one-half of a one-year term shall be subject to the rules governing limitations for reelection.

4. Eligibility for the office of Chapter Liaison Officer:

- a. Must have been an chapter officer for two (2) years
- b. Candidates will be interviewed and selected by the Executive Director.

SEC.C. ELECTIONS MEETING.

1. Elections will be held the first Chapter Meeting of the year and no later than February.
2. The Chapter President shall report the slate of nominations from the Membership Committee. Further nominations may be made from the floor providing consent of the parent.
3. The election shall be held immediately after the outgoing President closes nominations.
 - a. If there is but one nominee for an office, election shall be by viva voce vote. Majority vote elects.
 - b. If there are two (2) or more candidates for an office, election shall be by drawing a name from a hat.

SEC.D. OFFICER TERM

Officers shall be installed prior to March 31st. Their duties shall begin immediately upon election for a term of one (1) year, ending March 31.

SEC.E. Office Vacancies

Should a vacancy occur in an elected office prior to the last regular meeting of the fiscal year, it shall be the responsibility of the remaining Chapter Officers to hold another election to take place at the next regular Chapter meeting. Should a vacancy occur after that meeting, follow procedures in Article IX, Section D.1.

ARTICLE VIII. BOARD OF DIRECTORS

SEC.A. POWERS.

The business and affairs of the Corporation shall be managed under the direction of the Board of Directors, hereinafter referred to as the Board., except as may be otherwise provided in these Bylaws or the Articles of Incorporation.

SEC.B. COMPOSITION.

The authorized number of officers on the Board shall be:

1. Three elected officers
2. One appointed officer

SEC.C. SELECTION AND TERM.

1. See Article VII, Section B. for eligibility requirements.

2. Appointed Board Officers

a. Shall be appointed by the Executive Director with the approval of the Board.

3. Term of office shall be for three (3) years beginning January 1 and ending December 31. Shall hold office until successors are selected or until their resignation, death or removal.

SEC.D. VACANCIES.

1. Vacancies on the Board occurring by death, resignation, removal, creation of new offices or otherwise shall be filled by a majority of the officers on the Board then in office, *whether or not less than a quorum is present, at any duly called meeting of the Board, except as noted in 2. below.*

2. Chapter members may elect an officer at any time to fill any vacancy not filled by the Board.

3. The Board may declare vacant the office of an officer on the Board who has:

a. Three (3) unexcused absences.

b. Been declared of unsound mind by a final order of Court.

c. Been convicted of a felony.

d. Been found by a final order or judgment of Court to have breached any duty.

4. A reduction in the authorized number of officers on the Board shall not remove anyone from office prior to the expiration of her term of office.

SEC.E. RESIGNATIONS.

Any officer may resign effective upon giving notice to the President, the Recording Secretary or the Board unless a later date is specified in the notice of resignation. The resignation need not be accepted to be effective. No officer shall resign when the Corporation would then be left without a duly elected officer in charge of its affairs.

SEC.F. REMOVAL.

1. Any or all officers may be removed from office, with or without cause, by the Executive Director and/or Chapter Liaison Officer. Any officer appointed by the Chapter Liaison Officer shall only be removed with the written consent of the Executive Director.

2. A new officer may be elected by the members for the unexpired term of the officer removed from office at the next regular chapter meeting. If the members fail to elect a person to fill the unexpired term of the removed officer, such term shall be considered a vacancy to be filled by the Board as provided in Section D. of this Article.

SEC.G. MEETINGS OF THE BOARD.

1. Regular meetings shall be held in December, July, and September

2. Special meetings may be called by the Executive Director on the written request of three (3) members of the Board. All members shall be notified in advance, at least four days by first-class mail or forty-eight hours personally or by telephone, fax or other electronic means.

3. Members of the Board may participate in a Regular or Special meeting through use of conference telephone or similar equipment so long as all members participating in such meeting can hear one another. Participation in such meeting constitutes presence in person at such meeting.
4. Quorum. A majority of the number of Board officers authorized in Article IX, Section B. of these Bylaws constitutes a quorum of the Board for the transaction of business.
5. Manner of Acting. The act of the majority of the Board officers present at a meeting duly held at which a quorum is present shall be the act of the Board unless the act of a greater number is required by the law or these Bylaws.
6. A majority of the Board officers present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice shall be given prior to the adjourned meeting to officers not present at the time of adjournment.
7. Action without meeting shall not be permitted.

SEC.H. CONFLICT OF INTEREST

Conflict of interest arises whenever the personal or professional interest of a Board Member is potentially at odds with the best interests of ACL. Although the legal standards for avoiding conflict of interest for nonprofit organizations are fairly limited, ACL will avoid where possible even the appearance of impropriety.

If an issue is to be decided by the Board that involves potential conflict of interest for a Board Member, it is the responsibility of the Board Member to:

1. Identify the potential conflict of interest.
2. Not participate in discussion of the program/motion being considered.
3. Not vote on the issue.

It is the responsibility of the Board to:

1. Only decide to hire or contract with the Board Member if they are the best qualified individuals available, and willing to provide the goods or services needed at the best price.
2. Record in the minutes of the Board Meeting the potential conflict of interest, and the use of procedures and criteria of this policy.

Although it is not a conflict of interest to reimburse Board Members for expenses incurred, Board Members are prohibited from being paid for serving on the board.

SEC.I.DISSOLUTION OF ORGANIZATION

In the event of dissolution of the Good Organization, the board of directors shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the corporation over to an organization dedicated to charitable and/or educational purposes and which has been recognized as a 501 (c) (3) organization by the Internal Revenue Service."

ARTICLE IX . DUTIES OF OFFICERS

SEC.A. GENERAL.

1. Officers shall maintain a current procedure book and file an annual report with the President by January 31.
2. Elected officers should attend National Convention and participate in District meetings as established by the Board of Directors.

SEC.B. THE EXECUTIVE DIRECTOR SHALL:

1. Serve as the Chief Executive Officer of the Corporation.
2. Preside at all Regular and Special meetings of the membership and the Board.
3. Put into effect all acts and orders of the Board of Directors, the Chapters, and carry out the provisions of the Bylaws of the Corporation and the Board of Directors.
4. Report to the membership and the Board the conduct and management of the affairs of the Cities and Chapters.
5. Oversight of the Chapter charity endeavors.
6. File an annual report with ACL, Inc. as directed, including total service hours of all membership categories and total donations to charities, with a copy to the Chapter President.
7. Be an ex officio member of all Chapters with full privileges with the exception of the Membership Committee. Ex officio means she shall serve by virtue of her office. She may attend and vote but is not required.
8. Oversee and manage all Grant applications and dispersal of funds.
9. Oversee and manage Delta Projects.
8. Maintain a current copy of Chapter Liaison Officer's Chapter minutes and correspondence.
10. Maintain a current copy of Alpha Charity League, Inc. Articles of Incorporation, amendments thereto, and Bylaws.
11. Maintain a current copy of Chapter Articles of Incorporation, amendments thereto, Bylaws, Standing Rules and Procedures.
12. Maintain current copies of Alpha Charity League, Inc. Policies approved by the Board of Directors.
13. See that Chapter Liaison Officers submit required reports to the Board of Directors.
14. Submit the Annual Report to ACL, Inc. as required.
15. Make an annual report to the membership and file a copy of the report in the President's procedure book.
16. Perform such other duties as are prescribed in Articles XII and XIII of these Bylaws and as are usual to this office.
17. Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

18. Be responsible for Chapter insurance.
19. See that current tax laws are complied with by consulting with an outside accountant and by filing necessary state and federal tax returns.
20. Be responsible for the preparation and the distribution of the Annual Financial Report according to the law.

SEC.C. THE CHAPTER LIAISON OFFICER SHALL:

1. Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.
2. Be responsible for reporting to Executive Director Chapter insurance needs.
3. Be responsible for the distribution of the Annual Financial Report according to the law.
4. Manage Chapter's Charity endeavors and Ambassadors.
5. Handle membership recruitment.
6. Manage Chapter Officers' efforts
7. Define City goals in conjunction with Chapter officers to ensure alignment with corporation goals and vision.
8. Maintain annual reports. Submit reports to Executive Director.

SEC.D. THE CHAPTER PRESIDENT SHALL:

1. Put into effect all acts and orders of the Board of Directors, the Chapters, and carry out the provisions of the Bylaws of the Corporation and the Board of Directors.
2. Report the membership to the Chapter Liaison Officer and conduct and management of the affairs of the Chapter.
3. Be in charge of coordinating the Charity Ambassadors' endeavors.
4. File an annual report with the Chapter Liaison Officer as directed, including total service hours of all membership categories and total donations to charities, with a copy to the Chapter President.
5. Be an ex officio member of all Chapters with full privileges.
6. Maintain a current copy of Chapter Articles of Incorporation, amendments thereto, Bylaws, Standing Rules and Procedures.
7. Maintain current copies of Alpha Charity League, Inc. Policies approved by the Board of Directors.
8. See that Chapter officers submit required reports to the Chapter Liaison Officer.
9. Maintain a complete and permanent file of Chapter members including their standing in the Chapter.
 - a. Process matters concerning membership status and prospective member information sheets in accordance with these Bylaws and the membership procedures. Make recommendations to the Board for actions to be taken.
10. Make an annual report to the membership and file a copy of the report in the President's procedure book.

11. Perform such other duties as are prescribed in Articles XII and XIII of these Bylaws and as are usual to this office.

SEC.E. THE CHAPTER VICE PRESIDENT SHALL:

1. Perform all the duties of the President in the absence or disability of the President and the President Elect, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
2. Maintain a current copy of Chapter's minutes and correspondence.
3. Serve as chairman of the Standards Committee which shall:
 - a. Be composed of the Chapter Officers.
 - b. Process all matters concerning standards and make recommendations to the Board for actions to be taken.
4. Provide the treasurer an accurate accounting of Chapter membership numbers by March 1 for use in determining the amount of dues the Chapter shall pay the Corporation.
5. Be responsible for coordination and oversight of the Communications affairs of the Chapter.
6. Provide oversight of Chapter Public Relations and Photographer officers.
7. Complete the appropriate section of the national Annual Report form.
8. Draft and maintain a permanent book of minutes of Regular and Special meetings of members.
9. Send copies of the minutes to the President and Chapter Liaison Officer.
10. Perform such other duties as may be assigned by the President or the Board.

SEC.F. THE TREASURER SHALL:

Maintain the confidentiality nature of Chapter Member's financial information. All discussions and inquires on a member's financial status will be directed to the Chapter Liaison Officer.

1. Be responsible for the receipt and custody of all moneys of the Corporation and for the disbursement thereof as authorized by the Board and the members.
2. Deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board.
3. Bill and collect all dues of the Chapter and advise the Chapter Liaison Officer of the same.
4. Comply with Bylaws by sending dues, fees and assessments to corporation no later than April 1st.
5. File a financial statement with the Chapter Liaison Officer at regular meetings of the Board and regular meetings of the membership.
6. Draft a budget to be approved by the Chapter Liaison Officer and the Active members.
7. Make recommendations to the Chapter Liaison Officer regarding financial matters.

8. Perform such other duties as assigned by the President or the Board. Refer to Articles XII and XIII of these Bylaws.

SEC.G. THE PUBLIC RELATIONS OFFICER SHALL:

1. Server a two (2) term; First year as interim and support to Chapter Public Relations Officer. Second year responsibilities will include:
 - a. Mentor and train public relations intern
 - b. Coordinate and work with other Chapter public relations officers to produce quarterly city level electronic newsletter of meetings, notices, upcoming events, etc.
 - c. Maintain web library of newsletters
 - d. Distribute electronically newsletters to identified outside parties.
 - e. Coordinate with Chapter Photographer.
2. The Public Relations Intern responsibilities will include:
 - a. Support Public Relations officer as requested and assume responsibilities as directed by the officer.
 - b. Assist to coordinate and work with other Chapter public relations officers to produce quarterly city level electronic newsletter of meetings, notices, upcoming events, etc.
 - c. Assist to maintain web library of newsletters
 - d. Assist in the distribution of electronic newsletters to identified outside parties.
 - e. Coordinate with Chapter Photographer.

SEC.H. THE CHAPTER PHOTOGRAPHER SHALL:

1. Server an annual position that is responsible for the visual recording of events and activities
2. Verify permission to publish member pictures
3. Create photo history of chapter events and activities
4. Coordinate and support Public Relations Officer efforts

SEC.I. CHARITY AMBASSADOR

Each charity will be assigned an Ambassador to represent ACL. The primary responsibilities are designed to foster a long-term relationship with the charity and serve as the point of contact for ACL members and that Charity.

1. Each Ambassador will coordinate and communicate charity activities for the members.
2. The Ambassador will record member hours that are earned.
3. Will report those hours to the Chapter Presidents one (1) week prior to each monthly.

SEC.J. COMMITTEES OF DIRECTORS.

1. The Board may, by resolution adopted by a majority of the number of officers of the Board then in office, provided that a quorum is present, create one or more committees, each consisting of three (3) or more officers of the Board, to serve at the pleasure of the Board. Appointments to such committees shall be by majority vote of the officers of the Board. The Board may appoint one (1) or more Board officers as

alternate members of such committees who may replace any absent members at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board, shall have all of the authority of the Board, except with respect to:

- a. The approval of any action for which approval of the Chapter members is required.
- b. The filling of vacancies on the Board or in any committee.
- c. The fixing of compensation of the officers for serving on the Board or on any committee.
- d. The amendment or repeal or adoption of Bylaws.
- e. The amendment or repeal of any resolution of the Board which by its express terms is not amendable or repealable.
- f. The appointment of any other Committees of Directors or any members of such committees.
- g. The approval of any corporate transaction where a Board officer is a party to or has a material financial interest in the transaction.

2. In accordance with and subject to limitations of 1. above, an Executive Committee shall be appointed and shall have the power to act for the Board between regular meetings of the Board.

3. Actions of Committees of Directors shall be:

- a. Recorded and the minutes filed with the Recording Secretary.
- b. Reported at the next regular meeting of the Board.

SEC.K. OTHER BOARD COMMITTEES.

1. In addition to those standing committees specified in these Bylaws, the Board may create any standing or special committees consisting of officers of the Board or non-officers, as it deems necessary. Such committees shall have the powers, duties, and existence as may be determined by action of the Board, except, the Board shall not delegate the authority and powers specified in Section A. of this Article.

2. Except where these Bylaws designate officers to chair specific committees, the chairman of each committee shall be appointed by the President, subject to the approval of the Board. Each committee chairman shall:

- a. Submit all proposed plans to the Board for approval.
- b. Be invited to attend Board meetings to give reports but shall neither discuss nor vote if not an authorized officer of the Board.
- c. Maintain a current procedure book.
- d. Submit a project-end or year-end report to the President and file a copy in the procedure book.

3. Except where otherwise designated in these Bylaws, committee members shall be appointed by the President upon recommendation of the chairman of the respective committee and subject to approval of the Board.

4. Vacancies on committees shall be filled by appointments made in the same manner as provided in the case of the original appointments.

SEC.L. MEETINGS AND ACTIONS OF COMMITTEES.

Meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of these Bylaws pertaining to meetings and proceedings of the Board, except that the time of meetings of committees may be determined either by the Board or the committee; and notice of meetings of the committees shall also be given to all alternate members, who shall have the right to attend all meetings of the Board committees. Alternates shall not attend meetings of the Nominating Committee, a committee of the Chapter members. The Board may adopt rules for the government of any Board committee not inconsistent with the provisions of these Bylaws.

ARTICLE X. BOOKS, RECORDS AND REPORTS

SEC.A. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.

The original or a copy of the Corporation.

1. Articles of Incorporation and Bylaws as amended to date, and certified by the Recording Secretary, shall be maintained at the principal office of the Corporation and shall be open to inspection by any member at all reasonable times during office hours.

SEC.B. MAINTENANCE AND INSPECTION OF CORPORATE RECORDS.

1. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of all regular and special meetings of members, Board of Directors, Executive Committees and any Committees of Directors with the authority of the Board. Additionally, a record of its members shall be kept at the principal office of the Corporation, giving the names and addresses and the class of membership held by each member.

2. Every officer on the Board shall have the absolute right at any reasonable time to inspect all books, records and documents of any kind and the physical properties of the Corporation.

3. Upon written demand, any member of record shall have the right to examine and copy, in person or by agent or attorney, at any reasonable time, for any proper purpose reasonably related to such a person's interest as a member, the books and records of account of the Corporation, the minutes and record of member.

SEC.C. ANNUAL FINANCIAL REPORT.

1. Each year officers on the Board shall receive a copy of the Annual Financial Report of this Corporation. Each member shall be notified every year of the member's right to receive a copy of the report upon written request.

2. Not later than one hundred and twenty (120) days after the close of the fiscal year, this Corporation shall prepare or cause to be prepared, a report containing the following information in reasonable detail:

- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c. The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, during the fiscal year.

d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

e. Any information required by the Nonprofit Corporation Law of the state of incorporation regarding interested transactions between the Corporation and any officer or Director and indemnification or advances paid by the Corporation to any officer or Director during the fiscal year. Any such information will be provided to members upon request or as required by law.

3. Should this Corporation solicit contributions, in writing, from five hundred (500) or more persons, a report as required in part 2. of this section need not be sent if it does all of the following:

a. Includes with any written material used to solicit contributions, a written statement that its latest Annual Financial Report will be mailed upon request and that such request may be sent to the corporation at a name and address which is set forth in the statement.

b. Promptly mails a copy of its latest Annual Financial Report to any person who requests a copy thereof.

c. Causes its Annual Financial Report to be published not later than one hundred and twenty (120) days after the close of its fiscal year in a newspaper of general circulation in the county in which its principal office is located.

ARTICLE XI. CORPORATE ACTIONS

SEC.A. FISCAL YEAR.

The fiscal year of the Corporation shall begin on the first day of January and end the last day of December in each year.

SEC.B. GIFTS. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

SEC.C. CONTRACTS.

The Board may authorize any officer or officers, or any agent or agents of the Corporation, to enter into any contract or to 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.

SEC.D. BANK DEPOSITS.

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

SEC.E. CHECKS, DRAFTS OR ORDERS.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer and/or Chapter President and shall be countersigned by the Chapter Liaison Officer above and beyond \$100.00. Access to securities of the Corporation shall be by two (2) persons namely the Treasurer or one (1) of the Treasurer's alternates, and by the President or one (1) of the President's alternates, such alternates having been approved by the Board.

SEC.F. LOANS.

The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that the Corporation may advance money to a Director or officer reasonably anticipated to be incurred in the performance of the duties of such officer or Director and in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Corporation.

SEC.G. BUDGET.

The annual budget of estimated income and expenditures shall be approved by the Chapter President and Chapter Liaison Officer. No expense shall be incurred in excess of budgetary appropriations without prior approval of the Chapter Liaison Officer.

SEC.H. REVIEW OF FINANCIAL RECORDS.

A certified public accountant or an outside accountant shall be retained by the Board to make a yearly examination of all financial records or the Board may appoint a committee to make a review of the financial records.

SEC.I. PROPERTY.

Title to all property shall be held in the name of the Corporation.

ARTICLE XII. INDEMNIFICATION AND INSURANCE

SEC.A. DEFINITIONS.

For the purposes of this Article VIII, .agent. means any person who is or was a Director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; .proceeding. means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and .expenses. includes without limitation attorney's fees and any expenses of establishing a right to indemnification under Section D. or E.2. of this Article VIII.

SEC.B. INDEMNIFICATION IN ACTION BY THIRD PARTIES.

The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding, by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

SEC.C. INDEMNIFICATION IN ACTIONS OR IN THE RIGHT OF THE CORPORATION.

The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought by the Attorney General or a person granted relator status by the Attorney General for a breach of

duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonable incurred by such person in connection with the defense or settlement of such action, if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section C.

1. In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

2. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

3. Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

SEC.D. INDEMNIFICATION AGAINST EXPENSES.

To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections B. or C. of this Article XIV or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

SEC.E. REQUIRED DETERMINATIONS.

Except as provided in Section D. of this Article XIV, any indemnification under this Article XIV shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections B. or C. of this Article VIII, by:

1. A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

2. The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

SEC.F. ADVANCE OF EXPENSES.

Expenses incurred in defending any proceedings may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent that the agent is entitled to be indemnified as authorized in this Article XIV.

SEC.G. OTHER INDEMNIFICATION.

No provision made by the Corporation to indemnify its or its subsidiary's Directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of members of Directors, an agreement or otherwise, shall be valid unless consistent with this Article XIV. Nothing contained in this Article XIV shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

SEC.H. FORMS OF INDEMNIFICATION NOT PERMITTED.

No indemnification or advance shall be made under this Article VIII, except as provided in Sections D. or E.2. in any circumstances where it appears:

1. That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits, or otherwise limits indemnification; or
2. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SEC.I. INSURANCE.

The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article XIV, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify the agent of the Corporation for a violation of state statutes regarding self dealing.

SEC.J. NONAPPLICABILITY TO FIDUCIARIES OF EMPLOYEE BENEFIT PLANS.

This Article XIV does not apply to any proceeding against any trustee, investment manager or fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section A. of this Article XIV. The Corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by the law of the state of incorporation.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of Alpha Charity League, Inc., West Houston Chapter in all cases not provided in these Bylaws or not inconsistent with the laws of state of Texas.

ARTICLE XIV. AMENDMENTS

SEC.A. AMENDMENT BY DIRECTORS.

A majority of the authorized number of officers on the Board, at any duly called meeting, may amend these Bylaws to comply with state and federal laws.

SEC.B. AMENDMENT BY MEMBERS.

New Bylaws may be adopted or these Bylaws may be amended or repealed by a two-thirds vote of the qualified members present and voting at any duly called meeting, provided that written copy of all proposed amendments or proposed new Bylaws has been given to each member, personally, by standard mail or e-mail, at least ten (10) days prior to the meeting.

CERTIFICATE OF RECORDING SECRETARY

The undersigned, Recording Secretary of a West Houston Chapter, a Texas Corporation, hereby certifies that the foregoing Bylaws are the true and correct, duly adopted Bylaws of the Corporation, that such Bylaws were adopted on November 18, 2008, and that such Bylaws include all amendments, if any, to the date of this certificate.

Dated: June 29, 2012

Elizabeth Rutherford, Executive Director

Alpha Charity League, Inc.