



BYLAWS OF ALPHA CHARITY LEAGUE, LLC.

ARTICLE I. NAME

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

ARTICLE II. PURPOSE

The purposes of this Organization are to initiate and promote charitable endeavors, to foster the mother-son relationship and to create Leadership opportunities. "All activities of this Organization are limited to and are in compliance with the meaning of exempt purposes defined in IRS 501(c)(3). All of the Organization's assets are dedicated to one or more exempt purposes as defined in IRC 501(c)(3)."

SEC.A. CHAPTER AFFILIATION TO THE ALPHA CHARITY LEAGUE, LLC. IS DETAILED IN THE ALPHA CHARITY LEAGUE, LLC. 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. Requests for membership shall be accepted throughout the year and is limited to fifty (50) boys per Class/Grade level.
- b. Admission is open enrollment for incoming 7th and 8th graders and new chapter formation(s) on a first come/first in basis.
 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 at the beginning of the 9th grade.
- d. Shall only apply to one Chapter.
- e. Membership is finalized by receipt of funds for annual dues or by final selection of the City Director.

SEC. B. MEMBERSHIP

- 1. Requirements of Active members
 - a. Shall pay annual dues as specified in Article IV, SEC.A. and SEC.B
- 2. Shall fulfill financial obligations as specified in Article IV SEC.A and SEC.B
- 3. Shall fulfill service hour's obligations as specified in Article V.
- 4. Shall fulfill all meeting attendance obligations as specified in Article VI.

SEC.C. RESPONSIBILITIES OF ACTIVE MEMBERS

- 1. Responsibilities of Active members:
 - a. Shall give direction to the Class President and general direction to the Board of Directors through the Chapter Liaison Officer.
 - b. Shall maintain standards and policy by receiving and acting upon reports of the Chapter Liaison Officer.
 - c. Submission of annual dues constitutes agreement to fulfill the ACL annual membership requirements as specified in Articles IV and VI.
 - d. Shall take all other action requiring membership vote and conducts such other business as may come before the members.
 - e. 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.
 - 1. Membership is for the duration of Middle and High School years.

SEC.D. REINSTATMENTS

- 1. A former member who desires membership shall reapply up to the end of his 9th grade year.
- 2. Reinstatement is official upon receipt of the annual dues and approval by the City Director and/or Chief Executive Officer.

SEC E. TRANSFERS

- 1. A transfer is defined as a member who moves into the defined geographic boundaries of another Chapter.
- 2. A member in good standing and wishing to transfer shall make requests in writing to the Chapter Liaison Officers of the two (2) Chapters.
 - a. The Chapter Liaison Officer of the initial Chapter shall submit a written report, along with recommended action, to the receiving Chapter Liaison Officer.

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

1. If Class President and/or the Chapter Liaison Officer decline the transfer, the City Director will review the member's status for compliance.

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

3. Dues and Fees

a. Transfers shall not be charged an entrance fee.

b. The years of membership shall be transferable.

c. Hours shall be transferable.

SEC.F. INACTIVE MEMBERSHIP

1. May be granted by the City Director to an Active member who submits a written request to the City Director.

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 half of the annual dues as specified in Article IV.

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.

SEC.G. RESIGNATIONS.

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

2. Failure to submit the annual dues within 60 days of request constitutes a decision not to rejoin.

SEC.H. REQUIREMENTS FOR GOOD STANDING.

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

SEC.I. TERMS FOR GRADUATION

1. Prior to a member's final year as a member of ACL, the City Director will review 2-3 years of Class attendance and service records for compliance with membership requirements to determine if a "fair and honest" attempt has been made to execute and meet the annual membership requirements as outlined in Articles IV and V.

a. "Fair and honest" represents 85% to 100% satisfaction of all membership requirements as outlined in Articles IV and V. The City Director will make the final decision.

b. In the event that a member does not meet the requirements for graduation, they will not have an opportunity to rejoin their final year.

2. Letters of Verification of service hours will be provided upon the member's written request.

SEC.J. PENALTIES AND PROBATION.

1. Members are responsible for self-assessment in the fulfillment of the membership requirements. The City Director is not obligated to notify a member of non-compliance.

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.K. SUSPENSION AND TERMINATION OF MEMBERSHIP.

This provision is intended to be used in the event that a member exhibits issues unrelated to membership duties and requirements.

1. The Board of Directors, Chief Executive Officer, or City Director 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 the City Director.

4. The decision of the Executive or City Director shall be final.

ARTICLE IV. FINANCIAL OBLIGATIONS

SEC.A. ANNUAL DUES.

Shall be payable within 30 days of the beginning of a Chapter's fiscal year and shall be delinquent after thirty (30) days.

1. Failure to submit the full annual dues within sixty (60) days of the request for the dues constitutes the decision not to rejoin. No further notification is required.

SEC.B. FEES.

1. Annual Dues will be based upon Chapter membership and historical costs.
2. Inactive members must submit half the annual dues to maintain membership status.
3. Other Fees
 - a. Delinquent fees 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. ANNUAL ATTENDANCE AND SERVICE OBLIGATIONS

SEC.A. ATTENDANCE.

1. Boys' Membership Requirements
 - a. Attend a minimum of four (4) Regular monthly Class meetings of members.
 - b. Attend 3 "All Hands on Deck" meetings.
 - c. Complete fifteen (15) hours of community service through Organization approved charities and activities.
 - d. Service hours shall be completed and reported by the end of the fiscal year determined by the Chapter.
2. Mother's Membership Requirements
 - a. Shall complete a minimum of six (6) charity service hours annually.
 - b. Attend 3 "All Hands on Deck" meetings.
 - c. Service hours shall be completed and reported by the end of the fiscal year determined by the Chapter.

ARTICLE VI. CLASS MEETINGS OF MEMBERS

SEC.A. REGULAR AND SPECIAL MEETINGS.

1. Meetings shall be held at such time or places may be determined by the Class 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 one (1) month into the fiscal year determined by the Chapter.

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, agenda and

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

ARTICLE VII. CLASS OFFICER 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 Class 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 Class President prior to the regularly scheduled chapter meeting.

4. A member may not hold the same office for two consecutive years, but may hold the same office position more than once.

SEC.B. ELECTIONS MEETING.

1. Elections will be held the first Class Meeting of the year and no later than thirty (30) days after the beginning of the Chapter Year.

SEC.D. OFFICER TERM

Officers' duties shall begin immediately upon election for a term of one (1) year, ending at the election of the next year's Officers. Public Relations Officers have a term of two (2) years.

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 Class Officers to hold another election to take place at the next regular Class meeting.

ARTICLE VIII. DUTIES OF CLASS OFFICERS

SEC.A. GENERAL.

1. Officers shall maintain, preserve and execute the Organization's culture of the position being executed primarily by the boy with the mother in a supportive role.

2. Officers shall maintain a current procedure book and file an annual report with the President by the end of the last month of the Chapter's year.

SEC B. REQUIREMENTS OF CLASS OFFICERS

1. Class Officers, and their Mothers, must attend three (3) Officer Meetings during the term of their office.
 - a. A minimum attendance of 2 of the 3 meetings is required to be given credit for holding the position.
 - b. Failure to attend at least 2 of the Officer meetings could result in the removal of the Officer during his term. The City Director decision will be final and the filling the position will be at the City Director's discretion.
2. Class Officers will fulfill their positions as directed as per the current Class Officer Job Descriptions.

ARTICLE IX. ARTICLE CITY DIRECTOR

1. Oversight of the area's Chapter charity endeavors.
2. Oversee and manage Delta Projects.
3. Maintain a current copy of Chapter Liaison Officer's Chapter minutes and correspondence¹⁵.
4. Make an annual report to the membership and file a copy of the report in the President's procedure book.
5. Be responsibility for reporting to the City Director Chapter Insurance needs.
6. Manage and execute Member recruitment efforts.
7. Define Chapter goals in conjunction with Class Officers to ensure alignment with Organization's goals and vision.
8. Put into effect all acts and orders of the Board of Directors, the Chapters, and carry out the provisions of the Bylaws of the Organization and the Board of Directors.
9. Report to the membership and the Board the conduct and management of the affairs of the Cities and Chapters.
10. 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.
11. Oversee and manage all Grant applications and dispersal of funds.
12. Oversee and manage all Grant applications and dispersal of funds.
13. Maintain a current copy of Alpha Charity League, Inc. Articles of Incorporation, amendments thereto, and Bylaws.
14. Maintain a current copy of Chapter Articles of Incorporation, amendments thereto, Bylaws, Standing Rules and Procedures.
15. Maintain current copies of Alpha Charity League, Inc. Policies approved by the Board of Directors.
16. Submit the Annual Report to ACL, Inc. as required.
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 Organization including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

18. See that current tax laws are complied with by consulting with an outside accountant and by filing necessary state and federal tax returns.

ARTICLE X THE CHIEF EXECUTIVE OFFICER SHALL:

1. Serve as the Chief Executive Officer of the Organization.
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 Organization 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. 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 Board of Directors.
6. 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.
7. Oversee and manage all Grant applications and dispersal of funds.
8. Maintain a current copy of Alpha Charity League, Inc. Articles of Incorporation, amendments thereto, and Bylaws.
9. Maintain a current copy of Chapter Articles of Incorporation, amendments thereto, Bylaws, Standing Rules and Procedures.
10. Maintain current copies of Alpha Charity League, Inc. Policies approved by the Board of Directors.
11. See that City Directors submit required reports to the Board of Directors.
12. Submit the Annual Report to ACL, Inc. as required.
13. Perform such other duties as are prescribed in Articles XII and XIII of these Bylaws and as are usual to this office.
14. 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 Organization including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.
15. Be responsible for Chapter insurance.
16. See that current tax laws are complied with by consulting with an outside accountant and by filing necessary state and federal tax returns.
17. Be responsible for the preparation and the distribution of the Annual Financial Report according to the law.

ARTICLE XI. BOARD OF DIRECTORS

SEC.A. POWERS.

The business and affairs of the Organization 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. Three to Five appointed officers

SEC.C. SELECTION AND TERM.

1. See Article VII, Section B. for eligibility requirements.
2. Appointed and elected Board Officers
 - a. Shall be appointed by the Chief Executive Officer 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, and 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.
2. 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.
3. 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 Chief Executive Officer 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 Organization 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 Chief Executive Officer and/Board of Directors.

SEC.G. MEETINGS OF THE BOARD.

1. Regular meetings shall be held in three (3) times a year.

2. Special meetings may be called by the Chief Executive Officer 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 VIII 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. 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.I. 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.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 filling of vacancies on the Board or in any committee.
- b. The amendment or repeal or adoption of Bylaws.
- c. The amendment or repeal of any resolution of the Board which by its express terms is not amendable or repeal able.
- d. The appointment of any other Committees of Directors or any members of such committees.
- e. 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 Number 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 Chief Executive Officer. 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 Board Committee Chair and Chief Executive Officer and file a copy in the procedure book.

3. Except where otherwise designated in these Bylaws, committee members shall be appointed by the Chief Executive Officer 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.I. 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. The Board may not adopt rules for the government of any Board committee that is not inconsistent with the provisions of these Bylaws.

ARTICLE XII. BOOKS, RECORDS AND REPORTS

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

The original or a copy of the Organization.

1. Articles of Incorporation and Bylaws as amended to date, and certified by the Chief Executive Officer, shall be maintained at the principal office of the Organization 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 Organization shall keep correct and complete books and records of account and shall also keep minutes of all regular and special meetings of the 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 Organization, giving the names and contact information 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 Organization.
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 Organization, the minutes and record of the Board.

SEC.C. ANNUAL FINANCIAL REPORT.

1. Each year officers on the Board shall receive a copy of the Annual Financial Report of this Organization.
2. Not later than one hundred and twenty (120) days after the close of the fiscal year, this Organization 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 Organization 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 Organization both unrestricted and restricted to particular purposes, during the fiscal year.
 - d. The expenses or disbursements of the Organization, for both general and restricted purposes, during the fiscal year.
 - e. Any information required by the Nonprofit Organization Law of the state of Incorporation regarding interested transactions between the Organization and any officer or Director and indemnification or advances paid by the Organization to any officer or Director during the fiscal year. Any such information will be provided to the Board upon request or as required by law.

3. Should this Organization 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 Organization 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.

ARTICLE XIII. CORPORATE ACTIONS

SEC.A. FISCAL YEAR.

The fiscal year of the Organization 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 Organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Organization.

SEC.C. CONTRACTS.

The Board may authorize the Chief Executive Officer or any agent or agents of the Organization, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

SEC.D. BANK DEPOSITS.

All funds of the Organization shall be deposited to the credit of the Organization 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 Organization, shall be signed by the Chief Executive Officer and approved by the Board above and beyond \$3000.00. Access to securities of the Organization shall be the Chief Executive Officer,

SEC.F. LOANS.

The Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that the Organization 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 Organization.

SEC.G. BUDGET.

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

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 Organization.

ARTICLE XIV. INDEMNIFICATION AND INSURANCE

SEC.A. DEFINITIONS.

For the purposes of this Article, agent. means any person who is or was a Director, officer, employee or other agent of the Organization, or is or was serving at the request of the Organization as a Director, officer, employee or agent of another foreign or domestic Organization, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic Organization which was a predecessor Organization of the Organization or of another enterprise at the request of such predecessor Organization; .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 Organization 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 Organization, 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 Organization 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 Organization 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 ORGANIZATION.

The Organization 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 Organization, 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 Organization, 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 Organization 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 Organization in the performance of such person's duty to the Organization, 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 Organization 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 Organization 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 Organization 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 Organization.

SEC.F. ADVANCE OF EXPENSES.

Expenses incurred in defending any proceedings may be advanced by the Organization 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 Organization 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 Organization shall have power to purchase and maintain insurance on behalf of any agent of the Organization 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 Organization would have the power to indemnify the agent against such liability under the provisions of this Article XIV, provided, however, that an Organization shall have no power to purchase and maintain such insurance to indemnify the agent of the Organization 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 Organization as defined in Section A. of this Article XIV. The Organization 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 XV. PARLIAMENTARY AUTHORITY

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

ARTICLE XVI. 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.

ARTICLE XVII. DISSOLUTION OF ORGANIZATION

In the event of dissolution of the Organization, the Board of Directors shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the Organization over to an organization dedicated to charitable and/or educational purposes and which is a registered State Non-Profit or has been recognized as a 501 (c)(3) organization by the Internal Revenue Service."

CERTIFICATE OF RECORDING SECRETARY

The undersigned, Chief Executive Officer of the Organization, a registered Texas Non-Profit Organization, hereby certifies that the foregoing Bylaws are the true and correct, duly adopted Bylaws of the Organization, that such Bylaws were adopted, and that such Bylaws include all amendments, if any, to the date of this certificate.

Elizabeth Rutherford, Chief Executive Officer

Alpha Charity League, Inc.