

**AMENDED AND RESTATED BYLAWS OF
ANGEL CHARITY FOR CHILDREN, INC.,**

an Arizona Nonprofit Corporation

**(AS ADOPTED SEPTEMBER 12, 1990)
AND AMENDED NOVEMBER 11, 1992
AMENDED NOVEMBER 10, 1993
AMENDED NOVEMBER 8, 1995
AMENDED NOVEMBER 12, 1996
AMENDED JANUARY 14, 1998
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AMENDED JANUARY 10, 2001
AMENDED APRIL 8, 2009
AMENDED MAY 8, 2012
AMENDED AND RESTATED JANUARY 1, 2021**

TABLE OF CONTENTS

ARTICLE 1	NAME	1
	SECTION 1.1 CORPORATION NAME.....	1
ARTICLE 2	OFFICES AND REGISTERED AGENT	1
	SECTION 2.1 PRINCIPAL OFFICE.	1
	SECTION 2.2 OTHER OFFICES.	1
	SECTION 2.3 REGISTERED AGENT.	1
ARTICLE 3	OBJECTIVES AND PURPOSES.....	1
	SECTION 3.1 GENERAL PURPOSE.	1
	SECTION 3.2 SPECIFIC PURPOSE.	2
ARTICLE 4	MEETINGS OF MEMBERS.....	2
ARTICLE 5	MEMBERSHIPS	3
	SECTION 5.1 ELIGIBILITY FOR GENERAL MEMBERSHIP.	3
	SECTION 5.2 ADDITIONAL ELIGIBILITY CRITERIA.	3
	SECTION 5.3 INTENTIONALLY DELETED	3
	SECTION 5.4 CHARGES FOR PARTICIPATION IN SPECIAL EVENTS OR ACTIVITIES.	3
	SECTION 5.5 CLASSES OF MEMBERS.....	3
ARTICLE 6	BOARD OF DIRECTORS.....	4
	SECTION 6.1 NUMBER OF DIRECTORS AND COMPOSITION.	4
	SECTION 6.2 POWERS.	4
	SECTION 6.3 TERM OF OFFICE; SELECTION.	4
	SECTION 6.4 VACANCIES.....	4
	SECTION 6.5 REGULAR MEETINGS OF THE BOARD.	5
	SECTION 6.6 SPECIAL MEETINGS.....	5
	SECTION 6.7 QUORUM.....	5
	SECTION 6.8 CONDUCT OF MEETINGS.	5
	SECTION 6.9 ACTION WITHOUT MEETING.....	5
	SECTION 6.10 FEES AND COMPENSATION OF DIRECTORS; REIMBURSEMENT OF EXPENSES....	6
ARTICLE 7	COMMITTEES	6
	SECTION 7.1 COMMITTEES GENERALLY.....	6
	SECTION 7.2 STANDING AND AD HOC COMMITTEES.	6
ARTICLE 8	GUARDIAN ANGELS.....	6
	SECTION 8.1 ACTIVE GUARDIAN ANGELS.	6
	SECTION 8.2 GUARDIAN ANGEL EMERITUS.....	7
ARTICLE 9	BOARD OF ADVISORS.....	7
	SECTION 9.1 COMPOSITION.	7
	SECTION 9.2 SELECTION.....	7
	SECTION 9.3 VOTING.....	7

ARTICLE 10	OFFICERS	7
SECTION 10.1	COMPOSITION.	7
SECTION 10.2	ELECTION OF OFFICERS.	7
SECTION 10.3	REMOVAL OF OFFICERS.	8
SECTION 10.4	RESIGNATION OF OFFICERS.....	8
SECTION 10.5	VACANCIES IN OFFICES.....	8
SECTION 10.6	RESPONSIBILITIES OF OFFICERS.....	8
SECTION 10.7	COMPENSATION OF OFFICERS.	10
ARTICLE 11	TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS	10
SECTION 11.1	CONTRACTS WITH DIRECTORS AND OFFICERS	10
ARTICLE 12	INDEMNIFICATION OF DIRECTORS, OFFICERS, MEMBERS AND AGENTS; LIABILITY INSURANCE	11
SECTION 12.1	INDEMNIFICATION.....	11
SECTION 12.2	LIMITATION OF LIABILITY.....	11
ARTICLE 13	CORPORATE RECORDS, REPORTS AND SEAL	11
SECTION 13.1	BOOKS AND RECORDS OF ACCOUNT – MAINTENANCE AND INSPECTION.	12
SECTION 13.2	ARTICLES OF INCORPORATION AND BYLAWS – MAINTENANCE AND INSPECTION	12
SECTION 13.3	BOARD’S RIGHTS OF INSPECTION.....	12
ARTICLE 14	EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS.....	12
SECTION 14.1	EXECUTION OF INSTRUMENTS.....	12
SECTION 14.2	CHECKS AND NOTES.	122
SECTION 14.3	DEPOSITS.	12
SECTION 14.4	GIFTS.	12
ARTICLE 15	INVESTMENTS	13
ARTICLE 16	GENERAL PROVISIONS.....	13

Angel Charity for Children, Inc., an Arizona nonprofit corporation (hereinafter the “Corporation” or “Organization”) hereby adopts these Amended and Restated Bylaws (these “Bylaws”) effective as of January 1, 2021 (the “Effective Date”), which restate, amend and supersede the bylaws of the Corporation, as previously amended and/or restated, in their entirety as described below:

ARTICLE 1 NAME

Section 1.1 Corporation Name.

The name of the Corporation is ANGEL CHARITY FOR CHILDREN, INC. It is a nonprofit corporation organized and existing under the laws of the State of Arizona.

ARTICLE 2 OFFICES AND REGISTERED AGENT

Section 2.1 Principal Office.

The principal executive office and the principal office for the transaction of the business of the Corporation may be established at any place or places within the State of Arizona by the Executive Committee with approval of the Board of Directors. As of the Effective Date, the address of the principal office of the Corporation is 3132 N Swan Rd, Tucson, AZ 85712.

Section 2.2 Other Offices.

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

Section 2.3 Registered Agent.

The Corporation shall maintain a registered agent in the State of Arizona as required by the Arizona Limited Liability Company Act (A.R.S. § 29-601, et seq.) (as amended from time to time, the “Act”). Such registered agent may be changed from time to time by the Board of Directors.

ARTICLE 3 OBJECTIVES AND PURPOSES

Section 3.1 General Purpose.

The general purpose for which this Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Act, provided, however, nothing in this Article 3 shall be construed to authorize this Corporation to carry on any activity for the profit of its officers, Directors or other persons or to distribute any gains, profits or dividends to any of its officers, Directors or other persons as such. Furthermore, nothing in this Article 3 shall be construed as allowing the Corporation to engage in any activity forbidden under Section 501(c)(3) of the Internal Revenue Code.

Section 3.2 Specific Purpose.

The specific purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, primarily being to benefit nonprofit agencies or organizations, having tax exempt status under 501(c)(3) of the Internal Revenue Code, as amended, serving the needs of children in Pima County, Arizona, through various fundraising activities.

Section 3.3 Internal Revenue Code 501(c)(3) Tax Exemption Provisions.

(a) Limitation on Activities. Notwithstanding any other provisions of these Bylaws or Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be exempt under 501(c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 170 (e)(2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

(b) Prohibition Against Private Inurement. No part of the net revenues of the Corporation shall inure to the benefit of, or be distributable to its members, directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

(c) Property Use. The property of this Corporation is irrevocably dedicated to charitable or educational purposes, or any other purposes permitted under Section 501(c)(3) of the Internal Revenue Code. No part of the net income or assets of this Corporation shall ever inure to the benefit of any Director or officer thereof or to the benefit of any private person; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public purposes, as long as such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on the dissolution of the Corporation.

(d) Distribution of Assets Upon Dissolution. Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, scientific or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. The assets shall be used to benefit children in Pima County.

ARTICLE 4 MEETINGS OF MEMBERS

The Executive Committee shall establish, adopt and promulgate on behalf of the Corporation general policies and guidelines for the Corporation as approved by the Board of Directors, and shall have the power to amend and revise the same from time to time as approved by the Board of Directors (the "**Policies and Guidelines**").

ARTICLE 5 MEMBERSHIPS

Section 5.1 Eligibility for General Membership.

Membership is open to all persons twenty-one (21) years of age or older who fulfills the requirements set forth by the Policies and Guidelines for membership in the Organization.

Section 5.2 Additional Eligibility Criteria.

The Executive Committee, with the approval of the Board of Directors, may define additional eligibility criteria for membership in the Policies and Guidelines of the Corporation, and the Board of Directors also may define and establish categories of membership within the existing categories of members for the purpose of establishing member dues or other reasons relevant to the Corporation's purposes, and may revise such categories from time to time.

Section 5.3 Intentionally Deleted.

Section 5.4 Charges for Participation in Special Events or Activities.

The Executive Committee, with the approval of the Board of Directors may establish charges payable by Members for participation in any special events or activities conducted by the Corporation, including, but not limited to meetings and special events. The charge may be less or more than the costs associated with the event or activity. The Board of Directors may require advance payment of any portion or all of the charges for participation in a special event or activity and may deny participation to any Member failing to make such payment as and when it became due. In the event a Member participates in a special event or activity and fails or refuses to pay the amount charged to that Member for such participation, the Board of Directors may exercise the same rights and remedies as would be available in the case of delinquency in payment of annual dues.

Section 5.5 Classes of Members.

The Corporation shall have the following five (5) classes of members (collectively, the "Members"):

- (A) **Cherub Members**
- (B) **Active Members**
- (C) **Sustaining Members**
- (D) **Ten-Plus Members**
- (E) **Sabbatical Members**

The composition, criteria and responsibilities applicable to each category of membership are further described in the Policies and Guidelines.

- 5.5.1 Annual Dues. All Members are required to pay annual dues by such dates and in such amounts as determined by the Board of Directors. Failure to pay dues by the prescribed dates shall result in automatic revocation of membership. Members'

dues may be applied toward the purchase of event tickets in accordance with the Policies and Guidelines of the Corporation.

- 5.5.2 Removal. Any Member may be removed at any time, with cause, by the vote of a majority of the combined membership of the Executive Committee and the Active Guardian Angels, at any special meeting called for that purpose or at any regular combined meeting of such membership.

ARTICLE 6 BOARD OF DIRECTORS

Section 6.1 Number of Directors and Composition.

The Board of Directors shall consist of members of the Executive Committee, the Active Guardian Angels, Guardian Angels Emeritus, and committee chairmen appointed by the General Chair and the Nominating Committee as provided in the Committee Policies and Guidelines (collectively, sometimes referred to herein collectively as the “**Board Members**” and individually as a “**Board Member**”). All Board Members shall be Members in good standing of the Corporation.

Section 6.2 Powers.

6.2.1 General Corporate Powers.

Subject to the provisions of the Act, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

6.2.2 Specific Powers and Responsibilities.

Without prejudice to the general corporate powers described in Section 6.2.1 above and in the Policies and Guidelines, and subject to the same limitations, the Board shall have the powers and responsibilities specifically enumerated in the Policies and Guidelines.

Section 6.3 Term of Office; Selection.

The term of office for each officer shall be one year unless specifically stated in the Policies and Guidelines. The General Chair Elect and/or the Nominating Committee, shall appoint members of the following year’s Executive Committee and Board of Directors, which appointees shall be approved by the vote of the current year’s Board.

Section 6.4 Vacancies.

If a vacancy on the Board of Directors, excluding elected members of the Executive Committee and the Active Guardian Angels, is created by any event, the General Chair then in office may appoint a replacement Board Member to

serve, and upon acceptance of such appointment, the replacement Board Member shall hold office for the balance of the term of the Board Member replaced.

Section 6.5 Regular Meetings of the Board.

The Board of Directors shall meet the number of times to be determined by the Policies and Guidelines and may set a specified time and place for its regular meetings. Once the Board of Directors sets the time for regular meetings, each Director shall receive notice, as specified in Section 6.8 of this Article 6, of the time and place that regular meetings shall be held. Subsequent to such notice, regular meetings shall be held without call. If the Board of Directors changes the time and place of regular meetings, each Director shall receive notice of the change in keeping with Section 6.8 of this Article 6. If the Board of Directors does not set a specified time and place for its regular meetings, meetings of the Board of Directors shall be considered Special Meetings and have the notice requirements set forth in the Policies and Guidelines. Teleconferencing meetings may substitute for regular meetings if agreed to by the majority of the Board.

Section 6.6 Special Meetings.

Special meetings of the Board of Directors for any purpose may be called at any time by the General Chair or any two (2) Board Members.

Section 6.7 Quorum.

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. Every act taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 6.8 Conduct of Meetings.

Meetings of the Board of Directors shall be presided over by the General Chair, or in her absence, the Vice-Chair or, in her absence, by a Guardian Angel or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. Meetings shall be governed by Robert's Rules of Order or by the Consensus Method, as may be determined by the Board of Directors from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

Section 6.9 Action Without Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action, which writing may be an electronic communication. Such action by unanimous written consent shall have the same

force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 6.10 Fees and Compensation of Directors; Reimbursement of Expenses.

No Board Member shall receive compensation for serving on the Board of Directors. Board Members may be reimbursed for documented, out-of-pocket expenses incurred in direct connection with fulfilling its duties set forth herein in accordance with the procedures set forth in the Policies and Guidelines.

ARTICLE 7 COMMITTEES

Section 7.1 Committees Generally.

Among the committees of the Corporation shall be an Executive Committee, Finance, Nominating and a Charity Selection Committee. The General Chair, Vice Chair and Chair Elect shall be ex-officio members of all committees with the exception of the Finance and Nominating Committees. The compositions, election of members, terms of office of the members, removal of the members, responsibilities and powers, vacancies, and meetings of such committees are set forth in the Policies and Guidelines.

Section 7.2 Standing and Ad Hoc Committees.

The Executive Committee may create, disband and appoint members for such Standing or Ad Hoc Committees, in addition to those presently existing, as it may deem necessary to promote the purpose and carry on the work of the Corporation. The term of the Chairman of each such additional Standing or Ad Hoc Committee shall be determined by the General Chairman or the Vice Chair..

ARTICLE 8 GUARDIAN ANGELS

Section 8.1 Active Guardian Angels.

8.1.1 Composition.

There shall be an Active Guardian Angel Committee consisting of the Founding Chairman, Louise Thomas, any Guardian Angels Emeritus, and no more than three Active members, who served as past General Chairman or Vice Chairman of Angel Charity. The purpose of the Active Guardian Angels shall be to monitor the Policies and Guidelines of the Corporation to ensure that its original objectives are preserved and protected at all times.

8.1.2 Responsibilities and Powers.

The powers and duties of the Guardian Angels shall be enumerated in the Policies and Guidelines.

8.1.3 Removal.

Any member of the Active Guardian Angels may be removed at any time, with cause, by the vote of a majority of the combined membership of the Executive Committee and the Active Guardian Angels, at any special meeting called for that purpose or at any regular combined meeting of such membership.

8.1.4 Vacancies.

Any vacancy on the Active Guardian Angels, resulting from the death, incapacity to serve, resignation, removal or otherwise, shall be filled by the Executive Committee and Board of Directors from past General Chairmen or Vice Chairmen of Angel Charity as outlined in the Policies and Guidelines.

Section 8.2 Guardian Angel Emeritus.

Guardian Angels who no longer serve in an Active capacity may be named “**Guardian Angel Emeritus.**” Any Guardian Angel Emeritus may be removed in accordance with the procedures set forth in the Procedures and Guidelines.

ARTICLE 9 BOARD OF ADVISORS

Section 9.1 Composition.

The Board of Advisors shall be composed of one (1) class of advisors consisting of individuals who possess some specialized knowledge, training, expertise or particular qualifications that enable them to act in an advisory or consultant capacity to the Board of Directors and the Executive Committee. The Active Guardian Angels shall Chair the Advisory Board Committee.

Section 9.2 Selection.

The Executive Committee shall, from time to time, select individuals to serve on the Board of Advisors.

Section 9.3 Voting. Except as otherwise set forth in the Policy and Guidelines, the Board of Advisors shall not be entitled to vote at any meeting.

ARTICLE 10 OFFICERS

Section 10.1 Composition.

The officers of the Corporation shall be the General Chair, Vice Chair, Chair Elect, Recording Secretary and Treasurer. Other officers, as needed, may be appointed or elected by the Executive Committee and ratified by the Board of Directors. All officers shall be Members in good standing of the Corporation. No two (2) offices may be held by the same person at the same time.

Section 10.2 Election of Officers.

The procedure for the election of officers shall be set forth in the Policies and Guidelines.

Section 10.3 Removal of Officers.

Any officer may be removed, with or without cause, by the Executive Committee and the Board of Directors, at any regular or special meeting of the Board.

Section 10.4 Resignation of Officers.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Corporation under any contract to which the officer is a party.

Section 10.5 Vacancies in Offices.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Executive Committee. A Member so appointed shall hold office for the balance of the term of the Member replaced.

Section 10.6 Responsibilities of Officers.

10.6.1 General Chair.

The General Chair shall: (a) serve as President and Chief Executive Officer of the Corporation, according to the Bylaws and Policies and Guidelines established by the Executive Committee and Board of Directors, and preside at all meetings of the general membership, the Board of Directors, and the Executive Committee; (b) serve as Co-Chair of the Capital Campaign/Underwriting Committee, Advisor to the Charity Selection Committee and as an ex-officio member of all other committees with the exception of the Nominating Committee and Finance Committee; (c) together with the immediate past General Chair, determine whether the conditions of the Beneficiary Agreement(s) have been met before the distribution of funds to the Corporation's beneficiary(ies), and the General Chair shall report to the Executive Committee whether such conditions have been met before the distribution of such funds; (d) select two (2) members to sit on the Finance Committee, with Executive Committee approval; (e) together with the Finance Committee and any other members he/she may appoint, prepare the annual budget; (f) be empowered to sign checks drawn on the funds of the Corporation as provided in the Policies and Guidelines; (g) sign such papers, contracts, and agreements as may be required by the office as provided in the Policies and Guidelines; (h) fill any vacancies on the Board of Directors, with the exception of the elected Executive Committee members and the Active Guardian Angels; (i) serve as an Advisor on the Executive and Charity Selection Committees for the year following a term of chairmanship; and (j) and shall perform such duties as are normally incident to the office of Chair. The General Chair may, for the second year following his/her chairmanship, take a leave of absence from any responsibility, other than payment of dues, with a vote at all general meetings.

10.6.2 Vice Chair.

The Vice Chair shall: (a) preside at all meetings in the absence of the General Chairman and shall discharge such other duties as pertain to the office or as prescribed by the General Chairman, Executive Committee or the Board of Directors; (b) serve as the liaison between all committee chairmen and the Executive Committee as an advisor to the Charity Selection Committee and shall be an ex-officio member of all committees with the exception of the Nominating and Finance Committees; (c) be empowered to sign checks drawn on the funds of the Corporation as provided in the Policies and Guidelines; (d) serve on the Finance, Charity Selection and Nominating Committees for the year following his/her term as Vice Chair.

10.6.3 General Chair Elect.

The Chair Elect shall, in the absence or inability to act of the Vice Chair and General Chair, assume the duties of the General Chair and preside at all meetings aforementioned. The Chair Elect shall serve on the Executive Committee and as an ex-officio member of all committees with the exception of the Nominating Committee. The Chair Elect must serve on the Charity Selection Committee. The Chair Elect, with recommendation of the Nominating/ Membership Committee, shall appoint, members of the Board of Directors, with the exception of the elected Executive Committee members and the Active Guardian Angels. The Chair Elect shall discharge such other duties as pertain to the office or as prescribed by the Policies and Guidelines.

10.6.4 Recording Secretary.

In addition to such other duties as pertain to the office or as prescribed by the Policies and Guidelines, the Recording Secretary shall attend to the following:

10.6.4.1 Bylaws.

The Recording Secretary shall certify and keep at the principal office of the Corporation the original, or a copy of these Bylaws as amended to date.

10.6.4.2 Book of Minutes.

The Recording Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of Board and committees, recording the time and place of holding such meeting, whether regular or special, and, if special, how authorized; the notice given; the names of those present at such meetings; the number of Board Members present or represented at Board's meetings; and the proceedings of such meetings. The book of minutes shall also contain any protests concerning lack of adequate notice or dissents from members of the Board, if the protesting or dissenting members request such protest in writing.

10.6.4.3 Corporate Records.

Upon request, the Recording Secretary shall exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, the Bylaws and book of minutes.

10.6.5 Treasurer.

In addition to such other duties as pertain to the office or as prescribed by the Policies and Guidelines, the Treasurer shall attend to the following:

10.6.5.1 Books of Account.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its contributions, grants, program revenue, investment income, grants paid, benefits paid salaries, fundraising expenses and other expenses, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

10.6.5.2 Financial Reports.

The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

10.6.5.3 Deposit and Disbursement of Money and Valuables.

The Treasurer shall deposit, or cause to be deposited, 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 of Directors; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Directors; shall render, or cause to be rendered to the Chair and Board of Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of the Treasurer as may be prescribed by the Executive Committee or the Policies and Guidelines.

Section 10.7 Compensation of Officers.

No officer shall receive compensation for her services other than reimbursement for actual and documented expenses as set forth in the Policies and Guidelines.

ARTICLE 11 TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

Section 11.1 Contracts with Directors and Officers. The Conflict of Interest Policy set forth in the Policies and Guidelines shall determine the guidelines for the following transactions:

- (a) In which one or more of its Directors or officers has a material financial interest, or;
- (b) With any corporation, firm, association, or other entity in which one or more Directors or officers has a material financial interest, or;
- (c) With any corporation, firm, association, or other entity (other than a Arizona nonprofit public benefit corporation) in which one or more of its Directors is a member.

ARTICLE 12 INDEMNIFICATION OF DIRECTORS, OFFICERS, MEMBERS AND AGENTS; LIABILITY INSURANCE

Section 12.1 Indemnification.

The Corporation shall to the full extent permitted by law indemnify all (a) Members, members of the Board of Directors, and officers of the Corporation and (b) any person who is or was serving at the request of the Corporation as an agent, fiduciary or trustee of another person or entity (each such person listed in subsections (a) and (b) of this sentence, an “**Indemnified Person**”); provided that a person shall not be an Indemnified Person by reason of providing, on a fee-for-services basis, trustee, fiduciary, advisory or custodial services. However, such indemnity shall not apply on account of (a) acts or omissions that involve intentional misconduct or a knowing violation of law by the Indemnified Person, or (b) any transaction from which the Indemnified Person will personally receive a benefit in money, property, or services to which such Indemnified Person is not legally entitled.

Section 12.2 Limitation of Liability.

No Member, Officer, Board Member or agent of the Corporation shall be liable to the Corporation, or any other Member, Officer, Board Member or agent of the Corporation, in his/her capacity as such, or any other persons for any monetary damages, losses, claims, liabilities, joint or several, expenses (including legal fees and expenses), judgments, fines, penalties, interest, settlements or other amounts arising as a result of any act or omission of an Indemnified Person, or for any breach of contract or any breach of duties (including breach of fiduciary duties) whether arising at law, in equity or otherwise, provided, however, that such provisions shall not eliminate or limit the liability of an Indemnified Person for (a) acts or omissions that involve intentional misconduct or a knowing violation of law by the Indemnified Person, or (b) any transaction from which the Indemnified Person will personally receive a benefit in money, property, or services to which such Indemnified Person is not legally entitled.

ARTICLE 13 CORPORATE RECORDS, REPORTS AND SEAL

Section 13.1 Books and Records of Account – Maintenance and Inspection.

The Corporation shall keep adequate and correct books and records of account to be kept at its principal office. “Correct books and records” includes, but is not necessarily limited to: contributions, grants, program revenue, investment income, grants paid, benefits paid salaries, fundraising expenses and other expenses.

Section 13.2 Articles of Incorporation and Bylaws – Maintenance and Inspection.

The Corporation shall keep at its principal office, the original or a copy of its Articles of Incorporation and Bylaws as amended to date.

Section 13.3 Board’s Rights of Inspection.

Every Board Member shall have the absolute right at any reasonable time to inspect the Corporation’s books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Board Member’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE 14 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 14.1 Execution of Instruments.

Unless expressly authorized by these Bylaws or the Policies and Guidelines authorized, no Member, director, 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 monetarily for any purpose or in any amount.

Section 14.2 Checks and Notes.

Except as otherwise specifically determined by the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by a member or members of the Board determined by the Board of Directors.

Section 14.3 Deposits.

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

Section 14.4 Gifts.

The Members may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation. Specific policies and procedures governing the solicitation and/or acceptance of any contribution, gifts, bequest, or devise on behalf of the Corporation are set forth in the Policies and Guidelines.

ARTICLE 15 INVESTMENTS

The Executive Committee with the approval of the Board of Directors shall have power to make investments of the funds of the Corporation and to change the same and may, from time to time, dispose of any part or all of same or any rights or privileges that may accrue thereon. Such powers may be delegated to one or more committee chairs or executive officers of the Corporation. Any person or persons so designated by the Executive Committee shall have authority to execute such form of transfer and assignment as may be customary to constitute the transfer of stocks or other securities in the name of the Corporation.

ARTICLE 16 GENERAL PROVISIONS

The rules in the current edition of Robert's Rules of Order shall govern the meetings of the general membership, the Board of Directors, and all committees, and in all cases to which they apply and do not conflict with the specific provisions of these Bylaws or any special rules that the Organization may adopt.

Unless otherwise expressly set forth in these Bylaws or the Policies and Guidelines, all references to the approval of the Board of Directors shall mean the affirmative vote of at least a majority of the Board Members present at a meeting of the Board of Directors where a quorum is present.

If any part of these Bylaws or the application thereof is hereafter held invalid or unenforceable, the remainder shall not be affected thereby, and only the affected portions are declared eliminated.

To the extent any provisions in these Bylaws directly conflict with the Policies and Guidelines, the Policies and Guidelines then in effect shall govern.

Whenever any notice is required by these Bylaws to be given, personal notice to the person is not meant unless expressly so stated. Except as otherwise specifically required in these Bylaws or by applicable law, all notices required to be given pursuant to these Bylaws shall be in writing and may be effectively given by hand delivery (including use of a delivery service), by depositing such notice in the mail, postage prepaid, or by sending such notice by prepaid overnight express courier, facsimile, electronic mail or other form of electronic transmission. A written waiver of notice, signed by the person entitled to notice, or waiver by electronic transmission by such person, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board or members of a committee need be specified in any waiver of notice.

All bylaws of the corporation shall be subject to adoption, alteration, amendment or repeal by the affirmative vote of the Board of Directors.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Recording Secretary of **Angel Charity for Children, Inc.**, an Arizona nonprofit corporation; that these Amended and Restated Bylaws, consisting of **14** pages, are the Amended and Restated Bylaws of this Corporation as adopted by the Executive Committee and Board of Directors on _____, 2020; and that these Amended and Restated Bylaws have not been amended or modified since that date.

Executed on November 20, 2020 in Tucson, Arizona.



Jeannie Nguyen
Recording Secretary