

**1BYLAWS OF ARLINGTON ALLIANCE FOR YOUTH, INC.
A NON-PROFIT CORPORATION (with amendments 1, 2, & 3)**

These Bylaws of the Arlington Alliance for Youth, Inc. (“Bylaws”) are subject to, and governed by the Texas Non-Profit Corporation Act (the “Act”) and the Articles of Incorporation of the Arlington Alliance for Youth, Inc., a Texas non-profit corporation (the “Corporation”).

ARTICLE I

OFFICES

1.01 Name. The name of this Organization is: the Arlington Alliance for Youth, Inc. (the “AAFY” or “Corporation” herein).

1.02 Purpose. This non-profit Corporation was created as a joint project of the five Kiwanis Clubs of Arlington, Texas (**amendment #2: and the City of Arlington, Texas**). The purpose of the Corporation is to conduct (**amendment #2: a small grants program programs related to the five promises of America’s Promise** that will foster a grass roots effort to build a strong sense of community (**amendment #2: in Arlington around our youth in the City of Arlington and surrounding communities**).

~~. (Amendment #2) The Corporation will raise funds, promote the program with the public, solicit grant applications from citizens, use funds to award small grants, and develop community awareness of the completed projects. The program will encourage projects and help fulfill the five promises promoted by “America’s Promise.”~~ **The Corporation will promote America’s Promise with the public, develop Community awareness of the five promises, raise funds to support its signature small grants programs, and develop collaborative efforts among**

related elements of our community. The Corporation may also implement programs developed or endorsed by America’s Promise, a 501(c) (3) Corporation, other Corporations or Organizations that are 501©(3) approved , Chartered Charitable Organizations and Governmental or Educational Organizations where funds are used for charitable purposes and fulfill one or more of the five promises.

By accomplishing these functions, the Corporation will strive to develop a highly positive Kiwanis image throughout the community and encourage membership in the Kiwanis clubs of Arlington (**Amendment #2: and encourage more citizens to join in the support of our youth.**)_

1.03 Host Foundation. The Arlington Kiwanis Foundation, a 501(c)(3) non-profit Corporation, incorporated by the Kiwanis Club of Arlington, a party to this project, will serve as the host foundation for financial activities related to all funds raised or disbursed for the AAFY. A treasurer for the Foundation may serve, with the approval of the AAFY Board, as a financial agent for the AAFY. AAFY may, upon a vote of its Directors, seek its own 501(c)(3) tax exempt status from the Internal Revenue Service and, upon the granting of same, may solicit, retain, and disburse, funds on behalf of the Corporation.

1.04 Principal Office. The principal office of the Corporation in the State of Texas shall be located at 1250 West Pioneer Parkway Apt 3205, Arlington, Texas 76013_ The Corporation may have such other offices, as the Board of Directors may determine, or as the affairs of the Corporation may require from time to time.

1.05 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

MEMBERS

2.01 No Members. The Corporation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

3.01 Authority of Directors. The direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in the Board of Directors. The Board of Directors is the policy-making body for the Corporation and may exercise all the powers and authority granted to the Organization by state law, the Articles of Incorporation and these Bylaws.

3.02 Number of Directors. The Board of Directors shall consist of no fewer than 7 and no more than [**Amendment #3: (~~amendment #1:9-11~~) 15**] persons. The Board shall consist of not less than 5 Directors from Arlington Kiwanis Clubs, with one from each of the Arlington Kiwanis Clubs. In addition, the Board shall also consist of not less than 1 Director appointed by the City of Arlington as a representative of the Arlington Chapter of America's Promise

Program. When a Director is elected to the position of Chairman, the Chairman's Kiwanis Club may appoint another Board member for that year.

3.03 Term of Office and Rotation. With the exception of a Director appointed by the Chairman's Kiwanis Club, the term of office for each Director shall be 3 years. The term of the Director appointed by the Chairman's Kiwanis Club shall be for 1 year and shall be co-extensive with the term of the Chairman. The term of office for each Director shall begin on October 1 of each year. Initial Board members will serve until October 1 of the year listed in the following rotation. Directors terms shall be staggered so that there will be a continuity of experienced Directors on the Board each year. The following rotation for selection of new Directors shall be followed:

1. Arlington Noon Club and Northstar Club shall select Directors beginning in 2006 and each 3 years thereafter.
2. Six Flags-Sunrise Club and Southwest Club shall select a Director in 2007 and each 3 years thereafter.
3. Sundown Club and the City of Arlington shall select Directors in 2008 and each 3 years thereafter.

Each Director shall serve until his or her successor has been selected and qualified. His term of office shall begin immediately after selection. Each Arlington Kiwanis Club and the City of Arlington shall select its Director using the process chosen by that Club or the City of Arlington.

3.04 Vacancies. Upon the death, resignation, removal from office or disability of a Director rendering him incapable of participating in the management and affairs of the Corporation, the vacancy shall be filled by appointment of a new Director by the former

Director's selecting entity. Any Director selected to fill a vacancy shall serve for the remainder of the former occupant's term.

3.05 Vote. Each Director shall have 1 vote, exercisable in person, by proxy, or as otherwise provided herein.

3.06 Notice. Meetings may be called by the Chairman or at the request of any 2 Directors by notice e-mailed, mailed, telephoned, faxed, or otherwise communicated to each member of the Board not less than 48 hours before such meeting.

3.07 Removal. A member of the Board of Directors may be removed from office whenever, in the opinion of 2/3 of all members of the Directors, the best interest of the Corporation would be served by such removal. The adoption of a resolution assented to by the vote or written consent of not less than 2/3 of all Directors shall be effective to remove such a member. The Directors and the member to be removed shall be notified at least 7 days prior to the meeting in which the vote is taken.

3.08 Compensation. Directors shall not receive any salaries for their services. Directors may be reimbursed for all expenses incurred in the furtherance of the Organization's business, upon documentation and approval by the Board. In addition, Directors serving the Organization in any paid capacity may receive compensation for such services.

ARTICLE IV

MEETINGS AND NOTICES

4.01 Annual Meeting. There shall be held during the month of October, as called by the Chairman of the Board of Directors, an annual meeting of the Board of Directors. At the

meeting, officers shall be elected, annual reports considered and acted upon, and such other business as shall properly come before the meeting shall be transacted. Notice of the meeting will be provided by e-mail, mail, telephone, or by any other means of communication to each Director not less than 30 days before such meeting.

4.02 Waiver of Notice. Whenever any notice is required to be given to any Director of the Corporation under the provisions of statutes, Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of such notice.

4.03 Attendance as Waiver. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting.

4.04 Regular Meetings. The Board of Directors shall hold at least 6 regular meeting per calendar year. Meetings shall be at such dates, times, and places as the Board shall determine.

4.05 Special Meetings. Special Meetings shall be at such dates, times, and places as the Board shall determine.

4.06 Quorum. A majority of the Board of Directors shall constitute a quorum. All decisions shall be determined by a majority vote of those attending the meeting at which a quorum is present, unless the act or votes of a greater number is required by these Bylaws. If less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting without further notice.

4.07 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all the members of the Board consent in writing to the taking of such action without a meeting and to approving the specific action. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.

4.08 Participation in a Meeting by Conference Telephone. A Director may participate in a meeting of the Board by teleconference. A Director who participates by teleconference shall be considered as “attending” for purposes of Section 4.06 of these Bylaws.

ARTICLE V

OFFICERS

5.01 Election. The Board of Directors shall elect officers at the annual meeting each year. The officers shall be members of the Board of Directors.

5.02 Offices. The officers of this Corporation shall be the Chairman, Vice Chairman, Secretary/Treasurer, and any such other officers as may be determined upon and elected by the Board of Directors.

5.03 Term. All officers shall hold office for a period of 1 year from their date of election, and until their successors are elected.

5.04 Consecutive Terms. Any person chosen as an officer may succeed himself or herself, and serve as many consecutive terms as he or she may be elected.

5.05 Resignations and Vacancies. Resignations of any officer are effective upon receipt of a written resignation by the Chairman. In the case of any such vacancy, a replacement officer shall be elected as soon thereafter as convenient.

5.06 Removal. An officer may be removed by the Board of Directors whenever in the Board's judgment the best interest of the Corporation will be served thereby.

5.07 Duties and Authorities of Officers. The duties and authorities of the officers are as follows:

A. Chairman

1. The Chairman shall preside at all regular, annual, or special meetings of the Board of Directors.
2. The Chairman shall be the chief executive officer of the Corporation and shall implement the policies and programs of the Board of Directors.
3. The Chairman shall sign and execute all legal documents and instruments in the name of the Corporation unless otherwise required by these Bylaws. Such power may be delegated at the Chairman's discretion.
4. The Chairman shall perform all other such duties as on occasion shall be assigned by the Board of Directors.

B. Vice Chairman

1. The Vice Chairman will preside at meetings of the Board of Directors in the absence or at the request of the Chairman.
2. The Vice Chairman shall assist the Chairman in carrying out the policies and programs of the Board of Directors and shall assist the Chairman in carrying out their respective responsibilities.
3. The Vice Chairman shall perform the duties of the Chairman in the event of the Chairman's absence or disability for any cause whatever.

4. The Vice Chairman shall perform all other duties as requested or assigned by the Chairman or the Board of Directors.
5. The Board of Directors may elect more than one Vice Chairman and assign other specific duties and responsibilities as they see fit to each such Vice Chairman.

C. Secretary/Treasurer

1. The Secretary/Treasurer shall keep the minutes of all meetings of the Board of Directors and shall be the custodian of all books and records of the Board.
2. The Secretary/Treasurer shall keep the seal of the Corporation and affix the same to all instruments which may require it.
3. The Secretary/Treasurer shall supervise the receiving and disbursing of all monies, securities, and properties of the Corporation.
4. The Secretary/Treasurer shall report to the Board of Directors at each regular meeting on the status of the Corporation's finances.
5. The Secretary/Treasurer may sign, or countersign with the Chairman, or such other person as the Board of Directors delegates, all checks of the Corporation.
6. The Secretary/Treasurer shall prepare or oversee the preparation of all reports on financial activities and business affairs of the Corporation as required by the Board of Directors or such other financial records and reports as may be required or requested by the Board of Directors.
7. The Secretary/Treasurer shall oversee, keep, and retain all funds and properties of the Corporation in such depositories as may be designated by the Board of Directors.
8. The Secretary/Treasurer shall open the books of the Corporation at any time to any Board member or officer of the Corporation.

ARTICLE VI

ADVISORY BOARDS AND COMMITTEES

6.01 The Board of Directors may create such advisory board(s) or associate board(s) to provide advisory responsibilities to the Board of Directors, as the Directors may see fit from time

to time. The Board of Directors may determine the responsibilities, privileges, and duties of any such advisory board or associate board at the time of its creation.

6.02 The Board of Directors may establish one or more Civic Co-Sponsors for each of the five “America’s Promises” as an advisory board.

6.03 Committees. The Board of Directors may, by resolution adopted by a majority of the Board, establish committees of the Board composed of at least 2 persons. Such committees may include non-Directors. The Board may make such provisions for appointments of the chair of such committees, establish procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, or activities of the Corporation.

6.04 Size, Duration and Responsibilities. The number, size, duration, and responsibilities of any such advisory board or committee shall be established by a majority vote of the Board of Directors at the time of its creation.

ARTICLE VII

FINANCIAL ADMINISTRATION

7.01 Fiscal Year. The fiscal year of the Corporation shall be October 1 to September 30 of each year.

7.02 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 Board of Directors may select.

7.03 Check and Drafts. 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 Chairman and Secretary/Treasurer, or by such other officers or Directors and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of any such other determination by the Board of Directors, such instrument shall be signed by the Chairman and the Secretary/Treasurer.

7.04 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purposes, of the Corporation. The Board of Directors and the Corporation shall make no representation to any such donor as to the tax-exempt nature of any gift to the Corporation under Section 501(c)(3) of the Internal Revenue Code unless and until the Corporation has obtained authorization by the Internal Revenue Service as a Section 501(c)(3) tax-exempt corporation.

7.05 Contracts. The Board of Directors may authorize any officer or officers, director or directors, or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

7.06 Prohibited Acts. As long as the Corporation exists, dividends will not be paid, and none of the Corporation's income or assets will be distributed to its Directors or officers. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, directors, 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 the furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

ARTICLE VIII

INDEMNIFICATION

8.01 The Corporation shall indemnify the officers, Directors, former officers and former Directors and all other persons serving the Corporation in any official capacity to the full extent permitted by Article 1396-2.22A of the Texas Non-Profit Corporation Act. Provided, however, that prior to granting any such indemnification, the Corporation shall make the determination of indemnification required by Article 1396-2.22A, Section B, Texas Non-Profit Corporation Act, in the manner required by Article 1396-2.22A, Section F and Article 1396-2.22A, Section G of the Texas Non-Profit Corporation Act. To the extent that any person is found liable for willful or intentional misconduct, no indemnification will be allowed.

8.02 The Corporation may advance expenses to any person to whom it grants indemnification under the preceding Article to the full extent and in the manner permitted by Article 1396-2.22A, Texas Non-Profit Corporation Act.

8.03 The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a Director, officer, trustee, agent or similar functionary of another foreign or domestic corporation, trust or other enterprise or employee benefit plan against any liability asserted against him and incurred by him in such capacity arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against that liability under the provisions of Article 1396-2.22A, Texas Non-Profit Corporation Act.

8.04 If the Texas Non-Profit Corporation Act or the Texas Miscellaneous Corporation Laws Act is hereafter amended to authorize Corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Texas Non-Profit Corporation Act or the Texas Miscellaneous Corporation Laws Act, as so amended from time to time.

ARTICLE IX

DISSOLUTION

9.01 Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to

such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court having appropriate jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as the Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE X

INTERESTED DIRECTORS

10.01 Disclosure Required. A contract or transaction between the Corporation and one or more of its Directors, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors are directors or officers, or have a financial interest, is not void or voidable solely for that reason, solely because the director is present at or participates in the meeting of the Board that authorizes the contract or transaction, or solely because the Director's vote is counted for that purpose if:

- (a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors, and the Board in good faith and with ordinary care authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum;

(b) the contract or transaction is fair to the Corporation when it is authorized, approved, or ratified by the Board of Directors; or

(c) the contract or transaction is not an act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

10.02 Quorum. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors in which the contract or transaction is authorized.

ARTICLE XI

AMENDMENT OF BYLAWS

11.01 These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice has been given of the Board's proposed amendments in the notice of the meeting at which such action is to be taken, or provided that all Directors have waived such notice as provided herein in Sections 4.02 and 4.03, or acted by unanimous consent in writing of all Directors without a meeting pursuant to Section 4.07 herein.

ARTICLE XII

12.01 Corporate Seal. The corporate seal, if any, may be circular in form, may have the name of the Corporation ascribed thereon, if the Corporation is a "Texas Non-Profit Corporation," and may contain the words "Corporate Seal," and the year the Corporation was formed in the center, or may be in such other form as may be approved by the Board.

12.02 Construction. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authority

cited, or their successors, as they may be amended from time to time. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements, and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations.

12.03 Severability. If any Bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provisions of these Bylaws, and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

12.04 Headings. The headings used in the Bylaws are for convenience only and may not be considered in construing the Bylaws.

12.05 Number and Gender. All singular words include the plural, and all plural words include the singular. All masculine, feminine, and neuter words include the others where the context so requires.

The undersigned as Chairman of the Corporation hereby certifies that the foregoing initial Bylaws were duly adopted by action of the Board of Directors of the Corporation on the 8 day of June 2005.

Chairman

Amendments:
#1: August 24, 2006
#2: April 5, 2007
#3: Nov 6, 2008