

BYLAWS

of the

ALICE'S KIDS, INC.

REVISED APRIL 21, 2017

ARTICLE I NAME AND PURPOSES

Section 1.01. Name. The name of the organization is Alice's Kids, Inc.

Section 1.02. Purpose. The Corporation is organized to assist needy children.

ARTICLE II AUTHORITY AND DUTIES OF DIRECTORS

Section 2.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 2.02. Number, Selection, and Tenure. The Board shall consist of a minimum of three (3) directors. Directors shall serve a three-year term and may be re-elected for any number of additional terms in office, consecutive or otherwise. Directors shall elect their successors.

Section 2.03. Resignation. Resignations are effective upon receipt of written notification by the Secretary of the Corporation.

Section 2.04. Regular Meetings. The Board of Directors shall hold at least one (1) regular meeting per calendar year.

Section 2.05. Special Meetings. Meetings shall be at such dates, times and places as the Board shall determine.

Section 2.06. Notice. Meetings may be called by the President or at the request of any two directors by notice emailed, mailed, telephoned, or telegraphed to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 2.07. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 2.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 2.09. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 2.10. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity are allowed to receive compensation therefore.

ARTICLE III AUTHORITY AND DUTIES OF OFFICERS

Section 3.01. Officers. The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and such other officer(s) as the Board may determine from time to time in its discretion.

Section 3.02. Appointment of Officers; Terms of Office. The officers of the Corporation shall be elected by the Directors immediately following the election of the Directors at the annual meeting. Officers shall serve any number of one-year terms, consecutive or otherwise. The terms will expire at the Autumn meeting of the appropriate year. (1702M)

Section 3.03. Resignation. Resignations are effective upon receipt of a written notification by the Secretary of the Board.

Section 3.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 2.08, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.05. President. The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 3.06. Vice President. The Vice President shall be a director of the Corporation. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President

shall perform all the duties of the President. The Vice President shall have other powers and perform such other duties as may be requested by the President or prescribed by the Board of Directors.

Section 3.07. Secretary. The Secretary shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose.

Section 3.08. Treasurer. The Treasurer shall keep the financial records of the Corporation, or ensure that financial records and reports are prepared by an outside professional on behalf of the Corporation, and report to the Board of Directors at each regular meeting on the status of the Corporation's finances.

Section 3.09. Paid Staff. The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board. The procedures recommended by the Internal Revenue Service (see Part V, 4 of IRS Form 1023 Rev. 10-2004) shall be followed in determining appropriate compensation.

ARTICLE IV INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE V FINANCIAL ADMINISTRATION

Section 5.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31 (1604E) but may be changed by resolution of the Board of Directors.

Section 5.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by the President, Vice President and/or Treasurer (1604E) of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 5.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 5.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 5.05. Contracts. The President is authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, provided that the Board of Directors has authorized the contract.

Section 5.06. Financial Controls. The Corporation is committed to maintaining best practices in its financial controls, reporting and record keeping. To that end, proper separation of financial controls shall be maintained including requiring transactions to be authorized by a person(s) other than the person(s) signing or executing the transaction with a third person(s) reviewing financial transactions, including bank statements. In addition, an independent audit committee shall be established consisting of at least two members of the board without signature authority. The audit committee shall be responsible for ensuring that an internal or external audit, as appropriate in conformance with best practices for nonprofit organizations of the same or similar budget size, be performed each year. In addition, the Audit Committee shall receive and handle any concerns and complaints that arise regarding the corporation's finances.

Section 5.07. Accountability. The financial records of the Corporation shall be maintained by the Secretary-Treasurer and shall be subject to review and audit as determined by the Board of Directors. The organization shall adopt, and financial records shall be maintained, in accordance with an approved record retention policy.

ARTICLE VI BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the

Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE VII CONFLICTS OF INTEREST

Section 7.01. Existence of Conflict, Disclosure. Directors, officers, employees and contractors of the Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Corporation. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Corporation. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

Section 7.02. Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

Section 7.03. Minutes of Meeting. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 7.04. Annual Review. A copy of this conflict of interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the corporation, or who hereafter becomes associated with the corporation. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

ARTICLE VIII NON-DISCRIMINATION/HARASSMENT

Section 8.01. Equal opportunity. Consultants and volunteers will be recruited without unlawful discrimination due to race, color, age, religion, national origin, sexual orientation, sex disability, veteran status, marital status or any other classification protected by applicable discrimination laws.

Section 8.02. Discrimination against any consultant or volunteer based on race, color, age, religion, national origin, sexual orientation, sex, disability, veteran status, marital status or any other illegal basis is not tolerated.

Section 8.03. Harassment includes verbal or physical conduct that demeans or shows hostility toward an individual because of his/her race, color, sex, religion, age, disability or other illegal basis, conduct that creates a hostile or offensive work environment. See section below for reporting.

ARTICLE IX WHISTLEBLOWER PROTECTION

Section 9.01. No retaliation. Consultants and volunteers are encouraged to report any conduct or activities that they believe are inappropriate or illegal. The Corporation does not retaliate or punish in any way, including without limitation by firing, demotion, suspension, harassment or failure to consider for promotion, anyone who reports truthful information.

Section 9.02. Reporting procedures. Consultants or volunteers who are subject to, or aware of, inappropriate conduct or activity should immediately report it to his/her supervisor or the Corporation President. Consultants or volunteers should not report the conduct to anyone who they believe is involved in the conduct. Information reported remains confidential to the extent possible. Failure to report an incident of harassment or discrimination may indicate that the consultant or volunteer does not consider the conduct unwelcome or problematic.

Section 9.03. Investigation. The Corporation investigates all reports and takes appropriate action to correct the situation and /or to discipline involved parties, including termination. If, after investigation, substantial facts cannot be established, the situation will be monitored for a period of time.

ARTICLE X PARLIAMENTARY AUTHORITY

Meetings shall be conducted pursuant to general rules of parliamentary procedure, provided such rules of conduct are not inconsistent with these bylaws.

ARTICLE XI AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 2.08.