

BYLAWS OF NATIONAL ASSISTANCE LEAGUE®

Amended October 16, 2009

PART 1

NATIONAL ASSISTANCE LEAGUE ORGANIZATION

Article 1 Name and Offices

1.01 Name. The name of this organization is National Assistance League.

1.02 Principal Office. The principal office of National Assistance League for its transaction of business is located at 3100 W. Burbank Blvd, Suite 100, Burbank, CA 91505. The mailing address of this organization is P.O. Box 6637, Burbank, California 91510-6637.

1.03 Change of Address. The National Board is hereby granted full power and authority to change the principal office of National Assistance League from one location to another in the State of California. Any such change shall be noted by the Secretary in the records of National Assistance League.

Article 2 Purpose

2.01 Purpose. The specific charitable purposes of this corporation are: to promote effective volunteerism through education, service and leadership development; to establish and maintain subordinate organizations; to charter chapters organized for charitable purposes; to determine and maintain minimum standards for such chapters; to coordinate the efforts of such chapters; to develop a program of education that will assist chapters in obtaining the objectives of this corporation; to acquaint the public with the purposes and activities of this corporation; and to engage in any other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law.

Article 3 Members

3.01 Classification and Eligibility of Voting and Nonvoting Members.

(a) Voting Members. Members of National Assistance League shall consist solely of its chapters and each Member shall have such voting rights as set forth in Article 4 below (hereinafter referred to as a "Member" or "chapter").

(b) Nonvoting Members. National Assistance League shall have the following classification of Nonvoting Members:

Guild. A guild is an organization in the process of completing the requirements of National Assistance League, established by the National Board for chapter/Member status.

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3.02 Admission to Membership. Any guild eligible and qualified for membership under these bylaws shall be admitted to membership with the approval of the National Board by a three-fourths (3/4) vote on the application submitted by such guild in such form and in such manner as shall be prescribed by the National Board, and on the payment of the application fee as specified in Section 3.03 of these bylaws and the first annual dues as specified in Section 3.04 of these bylaws. To qualify as a Member of National Assistance League, a chapter shall first have been a guild and have met all the requirements of guilds prescribed by the National Board, and its purpose shall be the same as that set forth in these bylaws.

3.03 Application Fee. There shall be a fee for making application for membership in National Assistance League as is determined from time to time by the National Board.

3.04 Dues. The annual dues payable to National Assistance League by Members shall be in such amounts as shall be determined by resolution of the delegates. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the delegates.

3.05 Assessments. Memberships shall be nonassessable.

3.06 Number of Members. There shall be no limit on the number of Members National Assistance League may admit.

3.07 Transferability of Membership. Neither the membership in National Assistance League nor any rights in the membership may be transferred or assigned for value or otherwise.

3.08 Membership Book. National Assistance League shall keep in written form, or in any form capable of being converted into written form, a membership book containing the name and address of each and every Member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of National Assistance League.

3.09 Nonliability of Members. A Member of National Assistance League shall not solely, because of such membership, be personally liable for the debts, obligations or liabilities of National Assistance League.

3.10 Chapter Probation. A chapter which fails to comply with the bylaws, policies and standards of National Assistance League may be placed on probation by the National Board for a period not to exceed three (3) years. During this period, the chapter shall be under the guidance of a standing committee to be determined by the National Board.

3.11 Chapter Suspension. Following the period of probation, a chapter which fails to comply with the bylaws, policies and standards of National Assistance League may be placed on suspension by a three-fourths (3/4) vote of the National Board and upon thirty (30) days written notice to the chapter. A chapter's membership in National Assistance League may be temporarily suspended for a period not to exceed three (3) years. The chapter under suspension shall be denied the privileges of having a voting delegate at the annual meeting and special meetings of National Assistance League, a nominee for an elected member on the National Board and an appointive National Assistance League committee chairman.

3.12 Revocation of Charter. Following the period of suspension, a chapter that fails to comply with bylaws, policies and standards of National Assistance League may have its charter revoked by a three-fourths (3/4) vote of the National Board, if such action is deemed in the best interest of the national organization. Such action may be taken only after a hearing by the National Board following thirty (30) days' written notice to the chapter involved of the time and place of such hearing. The chapter may appeal the action of the National Board at the next

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annual meeting of National Assistance League by mailing notice of such appeal to National Assistance League at least sixty (60) days prior to the annual meeting. The appeal shall be presented to the delegates who constitute the voting body and who shall, by majority vote, either uphold the decision of the National Board or sustain the appeal. A chapter whose charter has been revoked shall discontinue the use of the name "Assistance League[®]" and shall dissolve its corporation and distribute its assets in accordance with the laws of the state in which it is incorporated.

3.13 Effect of Termination. All rights of a Member in National Assistance League shall cease on the termination of such Member's membership. Termination shall not relieve the Member from any obligation for charges incurred, services or benefits actually rendered, dues or fees arising from contract or otherwise. National Assistance League shall retain the right to enforce any such obligation or obtain damages for its breach.

Article 4 Meetings of Members

4.01 Meeting Place. Meetings of Members shall be held at the principal office of National Assistance League or at such location, within or without the State of California, as may be designated from time to time by resolution of the National Board.

4.02 Annual Meeting. The Members shall meet annually for the purpose of transacting such proper business as may come before the meeting, including the election of officers and directors for such terms as are fixed in Section 5.03 of these bylaws. If the election of officers and directors shall not occur at any such meeting of the Members, the National Board shall or ten percent (10%) of the chapters may cause the election of officers and directors to be held at a special meeting of Members called and held as soon as it is reasonably possible after the adjournment of the annual meeting of the Members.

4.03 Special Meetings. Special meetings of Members shall be called by the National Board or the President of National Assistance League and held at such place as is fixed in Section 4.01 of these bylaws or at such times and places as may be ordered by resolution of the National Board. Ten percent (10%) or more of the Members of National Assistance League may call special meetings for any lawful purpose.

4.04 Notice of Meetings. Written notice of every meeting of Members shall be either personally delivered, mailed by first-class United States mail, postage prepaid, or electronically delivered, at least sixty (60) days before the date of the meeting to each Member who on the record date for notice of the meeting is entitled to vote thereat.

In the event given by mail or other means of written communication, the notice shall be addressed to the Member at the address of such Member appearing on the books of National Assistance League or at the address given by the Member to National Assistance League for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of National Assistance League or by publication in any newspaper of general circulation in the county in which the principal office of National Assistance League is located. The Secretary of National Assistance League, for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of Members. In the case of a specially called meeting of Members, notice that a meeting will be held at a time requested by the Member or Members calling the meeting, not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the President or Secretary of National Assistance League, shall be sent to the Members forthwith and in any event within twenty (20) days after the request was received.

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No meeting of Members may be adjourned more than forty-five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member in attendance at the meeting before adjournment. Any notice given at the meeting shall be the only notice required.

4.05 Contents of Notice. The notice shall state the place, date and time of the meeting. In the case of annual or special meetings, the notice shall state those matters which the National Board, at the time the notice is given, intends to present for action by the Members. The notice of any meeting at which officers and directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the Members.

4.06 Waivers, Consents and Approvals. The transactions of any meeting of Members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if either before or after the meeting, each of the delegates entitled to vote but not present, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

4.07 Quorum. A quorum at any meeting of Members shall consist of a majority of the voting power, represented by delegates.

4.08 Loss of Quorum. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of Members required to constitute a quorum.

4.09 Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of Members may be adjourned from time to time by a vote of the majority of the votes represented by the delegates, but no other business may be transacted except as provided in Section 4.08 of these bylaws.

4.10 Voting of Membership/Votes Per Member-Delegates.

(a) Each Member is entitled to vote on each matter submitted to a vote of the Members as set forth in Section 4.10(b) below. Members shall be represented at the annual meeting and special meetings of National Assistance League by delegates. These delegates shall constitute the voting body of National Assistance League. In the absence of a delegate, an alternate shall serve as delegate.

(b) Each Member shall elect at its election meeting, to serve for one year, a voting delegate, and an alternate thereto, for up to one hundred (100) of such Member's membership (but not less than one (1) voting delegate per Member and with such membership rounded off to the next highest hundred for such determination), to represent the Member at annual and special meetings of National Assistance League. Additional delegates/alternates shall be elected for each one hundred (100) additional members, and if there are additional members in excess of those divisible by one hundred (100), one additional delegate/alternate shall be elected if there are fifty-one (51) or more such additional members. Should neither the delegate nor the alternate be available to serve, the Member's Board of Directors may elect another delegate who shall be certified to the Secretary of National Assistance League at least twenty-four (24) hours prior to the annual or special meetings. Each Member shall be entitled to that number of votes equal to its number of delegates.

(c) There shall be no vote by proxy.

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4.11 Record Date of Membership. The record date for the purpose of determining Members entitled to notice of any meeting of Members is ninety (90) days before the date of the meeting of Members. The record date for the purpose of determining the Members entitled to vote at any meeting of Members is sixty (60) days before the date of the meeting of Members. The record date for the purpose of determining the Members entitled to exercise any rights in respect to any other lawful action is twenty (20) days prior to such other action.

4.12 Conduct of Meetings.

(a) Chairman. The President of National Assistance League or, in the President's absence, the Vice Presidents in order of their office, shall preside over meetings of the Members.

(b) Secretary of Meetings. The Secretary of National Assistance League shall act as the Secretary of all meetings of Members; provided that in the Secretary's absence, the Chairman of the meeting of Members shall appoint another person to act as Secretary of the meeting.

(c) Rules of Order. *Robert's Rules of Order Newly Revised*, as amended from time to time, shall govern the meetings of Members insofar as those rules are not inconsistent with or in conflict with these bylaws, the Articles of Incorporation, or the law, or rules governing agenda, motions and related matters.

Article 5 National Board of Directors

5.01 National Board/Board of Directors. The governing body of National Assistance League shall be the National Board. It shall be composed of the officers and the directors of National Assistance League who shall number not less than fourteen (14) nor more than thirty-two (32). The officers on the National Board shall also hold the following offices of National Assistance League: President, Vice Presidents, Secretary and Treasurer. The National Board shall also be known as the Board of Directors. The National Board shall not include more than two (2) officers or directors from the same chapter at any time. The National Board shall carry out the purpose and mission of National Assistance League. The Parliamentarian shall attend meetings in a nonvoting capacity.

5.02 Powers. Subject to the limitations of the Articles of Incorporation, these bylaws and all applicable provisions of the California Nonprofit Public Benefit Corporation Law, all corporate powers shall be exercised by or under the authority of the National Board. Without limitation, it is hereby expressly declared that the National Board shall have the following powers:

(a) To conduct, manage and control the affairs and business of National Assistance League and to establish and maintain policies, standards, rules and regulations as are not inconsistent with the law, the Articles of Incorporation or the bylaws;

(b) To prescribe the powers and duties of officers and directors of National Assistance League, as may not be inconsistent with the law, the Articles of Incorporation or the bylaws, and to remove them for cause, which may include but shall not be limited to: conviction of a felony or crime of dishonesty, conflict of interest, nonperformance of duties as prescribed by these bylaws, missed meetings, actions contrary to the best interests of National Assistance League and physical or mental incapacity;

(c) To hire and discharge agents and staff, determine their compensation and prescribe their duties;

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- (d) To designate the city and date of the annual meeting of National Assistance League;
- (e) To call special meetings of National Assistance League;
- (f) To adopt and use a corporate seal;
- (g) To establish district boundary lines for the Member chapters;
- (h) To charter chapters, place them on probation or suspension, or revoke their charters;
- (i) To establish and maintain policies and standards for chapters which shall be binding on chapters;
- (j) To approve the use of the name Assisteens[®] Auxiliary;
- (k) To approve and supervise the formation of guilds and approve their names;
- (l) To determine fees for guilds;
- (m) To acquaint the public with the purpose and activities of National Assistance League.

5.03 Terms of Office. The officers and directors shall hold office for a term of two (2) years from the date of such officer's or director's election, and until such officer's or director's successor is elected and qualifies under Section 5.01 and 5.05 of these bylaws. In the event an officer or director is removed at a special meeting of the Members, called and held as prescribed by Section 4.03 of these bylaws, such officer or director shall hold office until the removal and the successor is elected and qualifies. Officers or directors shall not be eligible to serve in the same office for more than two (2) consecutive terms.

5.04 Nominating Committee. Annually, at a regular meeting of the National Board before the end of March, a Nominating Committee shall be elected. It shall be composed of seven (7) members elected by the National Board. The chairman and vice chairman shall be elected by and from the Nominating Committee. Eligibility to serve on the Nominating Committee shall be limited to current or past National Board members and current or past National Assistance League committee members. Quorum for the Nominating Committee shall be five (5); vacancies shall be filled by the National Board. No member shall be eligible to serve on this committee two (2) consecutive years.

5.05 Notice.

(a) The Nominating Committee shall prepare its slate of nominees for officers and directors on the National Board. The Nominating Committee Chairman shall mail a copy of this slate to the President of each chapter and to the officers and directors on the National Board at least sixty (60) days prior to the annual meeting of National Assistance League.

(b) Ten percent (10%) or more of the Members of National Assistance League as determined in Section 4.10 of these bylaws, eligible to vote, may nominate, by signed petition, an additional nominee for an officer or director on the National Board, by mailing such petition, together with the written consent of the nominee, to the Secretary of National Assistance League at National Assistance League not later than twenty (20) days prior to the annual meeting of National Assistance League. No Member shall sign more than one (1) nominating petition in any year for a National Board officer or director.

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5.06 Election. The officers and directors shall be elected at the annual meetings as prescribed by Section 4.02 of these bylaws. Members of the National Board shall be divided into two (2) groups as specified in the **National Board Manual** and elected in alternate years. **Group One** elected in odd-numbered years, shall be composed of President, Vice Presidents and directors. **Group Two** elected in even-numbered years, shall be composed of Secretary, Treasurer, Vice Presidents and directors.

5.07 Compensation. The officers and directors shall serve without compensation except that they shall be reimbursed for their budgeted expenses incurred in attending the meetings required by the National Board.

5.08 Appointment, Resignation and Vacancy. The officers and directors shall be determined by the National Board and serve at the pleasure of the National Board, subject to the rights, if any, of an office. Any officer or director may resign at any time on written notice to National Assistance League without prejudice to the rights, if any, of National Assistance League under any contract to which the officer or director is a party. Vacancies, including the office of President, shall be filled by the National Board.

5.09 Meetings.

(a) Call of Meetings. Meetings of the National Board may be called by the President or any two (2) officers or directors.

(b) Place of Meetings. Meetings of the National Board shall be held at the principal office of National Assistance League as specified in Section 1.02 of these bylaws or at a location designated by the National Board.

(c) Time of Regular Meetings. Regular meetings of the National Board shall be held a minimum of once a year, at the time and place to be designated by the President. At least fourteen (14) days prior to a meeting, the Secretary shall send written notice to each member of the National Board, and to all others required to attend, at their addresses shown in the records of National Assistance League.

(d) Special Meetings. Special meetings of the National Board or the Executive Committee may be called by the President or any two (2) officers or directors. Special meetings shall be held on four (4) days' notice by first-class mail, postage prepaid, or on a minimum of forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, e-mail or other electronic means. Notice of a special meeting need not be given to any officer or director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that officer or director either before or at the commencement of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(e) Quorum. A majority of the authorized number of officers and directors constitutes a quorum of the National Board, and a majority of the authorized number of officers constitutes a quorum of the Executive Committee for the transaction of business, except as hereinafter provided.

(f) Transactions of the National Board. Except as otherwise provided in the Articles of Incorporation, in these bylaws or by law, every act or decision done or made by a majority of the officers and directors present at a meeting duly held at which a quorum is present is the act of the National Board or Executive Committee provided, however, that any meeting at which a quorum was initially present may continue to transact business

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notwithstanding the withdrawal of officers or directors, if any action taken is approved by at least a majority of the required quorum for such meeting or such greater number as is required by the law, the Articles of Incorporation or these bylaws.

(g) Conduct of Meetings. The President, or in the President's absence, the Vice Presidents in order of office shall preside at meetings of the National Board or Executive Committee. The Secretary of National Assistance League or in the Secretary's absence any person appointed by the presiding officer shall act as Secretary of the National Board and Executive Committee. Members of the National Board or Executive Committee may participate in a meeting through use of conference telephone or similar communications equipment, including but not limited to electronic meetings, so long as all members participating in such meeting can communicate with one another. Such participation shall constitute personal presence at the meeting. Members of the National Board or Executive Committee without access to e-mail shall agree to abstain from voting by written consent in e-mail meetings and decisions.

(h) Adjournment. A majority of the officers and directors 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 of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the officers who were not present at the time of the adjournment.

5.10 Action Without Meeting. Any action required or permitted to be taken by the National Board or Executive Committee, respectively, may be taken without a meeting, if all members of the National Board or Executive Committee, respectively, individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the National Board or Executive Committee, respectively. Such action by written consent shall have the same force and effect as the unanimous vote of such officers.

5.11 Executive, Standing and Special Committees.

(a) Committees. Committees shall include a chairman, vice chairman and secretary.

(b) Executive Committee. The Executive Committee shall be composed of the President, Vice Presidents, Secretary and Treasurer. The Executive Committee shall meet as necessary in the interim periods between meetings of the National Board, and shall have the power of the National Board between meetings of the National Board, subject to the authority and direction of the National Board, the Articles of Incorporation, these bylaws and the California Nonprofit Public Benefit Corporation Law. The Parliamentarian shall attend Executive Committee meetings in a nonvoting capacity.

(c) Standing Committees. The National Board shall determine the number of its standing committees, elective and appointive, and prescribe their duties.

(d) Special Committees. The National Board shall provide for the appointment of special committees.

(e) Conduct of Meetings. Members of national committees may participate in a meeting through use of conference telephone or similar communications equipment, including but not limited to electronic meetings, so long as all members participating in such meeting can communicate with one another. Such participation shall constitute personal presence at the meeting.

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Article 6 Officers

6.01 Number and Titles. The officers of National Assistance League shall be a President, the Vice Presidents, a Secretary and a Treasurer, and such other officers with such titles and duties as shall be determined by the National Board and as may be necessary. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

(a) President. The President shall be the chief executive officer of National Assistance League. The President shall preside at meetings of National Assistance League, the National Board and the Executive Committee and shall report the work of National Assistance League at its annual meeting. The President shall appoint annually, with National Board approval, the committee chairmen necessary to carry on the work of National Assistance League, the Parliamentarian to the National Board and Executive Committee, the Assistant Treasurer and the Advisory Council. The President shall be, ex officio, a member of all committees except the Nominating Committee. By direction of the National Board or the voting body of National Assistance League, the President shall appoint special committees.

(b) Vice Presidents. In the event the President is absent, the Vice Presidents in order of their office shall assume the duties of the President. The **National Board Manual** shall specify the order of office.

(c) Secretary. The Secretary shall record or cause to be recorded the minutes of the meetings of National Assistance League, the National Board and the Executive Committee. The original copy of minutes shall be filed at the principal executive office of National Assistance League. The Secretary shall be custodian of records of National Assistance League, including minutes of committee meetings, but excluding financial records. The Secretary shall be responsible for sending written notice of meetings of National Assistance League, the National Board and the Executive Committee to each member required to attend at the address shown in the records of National Assistance League. The Secretary shall be chairman of the Credentials Committee for annual and special meetings of National Assistance League.

(d) Treasurer. The Treasurer shall be the chief financial officer of National Assistance League. The Treasurer shall collect and disburse the funds of National Assistance League, supervise the investment program of National Assistance League, prepare the annual National Assistance League budget for approval of the National Board and present financial reports at meetings of the National Board and at the annual meeting. The Treasurer shall have an annual audit of the financial records of National Assistance League prepared by a Certified Public Accountant.

Article 7 Fiscal and Finance Matters

7.01 Fiscal Year. The fiscal year of National Assistance League shall be June 1 through May 31.

7.02 Time for Submission of Budget. The Treasurer shall submit an annual budget for approval by the National Board prior to June 1.

7.03 Proposed Expenditures. Proposed expenditures of nonbudgeted funds in excess of one thousand dollars (\$1000) shall be presented to the National Board for approval.

7.04 Authorization. Authorization to open accounts and disburse funds shall be granted by the National Board.

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7.05 Checking Account. Checks of National Assistance League shall be signed by either of the following: any two (2) of five (5) officers or one (1) officer and the designated staff person authorized by the National Board or Executive Committee.

7.06 Dues and Fees.

(a) Annually, Members shall pay to National Assistance League per capita dues of thirty-five dollars (\$35) for voting and nonvoting members excluding Assisteens.

(b) Annually, Members shall pay to National Assistance League per capita dues of ten dollars (\$10) for Assisteens.

Article 8 Advisory Council

8.01 Advisory Council. An Advisory Council, composed of representative community members, shall serve National Assistance League in an advisory capacity. Members of the Advisory Council shall be appointed by the National Assistance League President, with approval of the National Board. Members shall serve a term of one (1) year or until their successors have been appointed. Vacancies on the council shall be filled by vote of the National Board. An orientation meeting of the Advisory Council shall be held at a time designated by the National Assistance League President.

Article 9 Indemnification of Officers, Directors, Employees and Agents

9.01 Indemnification. National Assistance League shall, to the maximum extent permitted by the California General Corporation Law, and the California Nonprofit Public Benefit Corporation Law, as amended, have power to indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any person is or was an agent of National Assistance League, and shall have power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by law. For purposes of this Article 9, an "agent" of National Assistance League includes any person who is or was a director, officer, employee or other agent of National Assistance League; or is or was serving at the request of National Assistance League as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; or was a director, officer, employee or agent of a corporation which was a predecessor corporation of National Assistance League or of another enterprise at the request of such predecessor corporation of National Assistance League.

Article 10 Indemnification of Chapters

10.01 Indemnification by National Assistance League of Chapters. National Assistance League hereby agrees to defend and indemnify and hold the chapters, and their officers, directors, members, employees and agents (collectively, the "Chapter Indemnified Parties") harmless against any charges, damages, costs and expenses (including reasonable attorney's fees and court costs), liability or loss which any Chapter Indemnified Party may suffer, sustain or become subject to as a result of or arising out of any action or inaction of National Assistance League, so long as the chapter has fully complied with **Bylaws of National Assistance League, National Policies for Chapters**, procedures and standards. In any action or proceeding relating to the foregoing indemnity and brought against any Chapter Indemnified Party, the Chapter Indemnified Party shall have the right to (a) participate in the defense of such action or proceeding with attorneys of its own choosing or (b) defend itself in any action or proceeding with attorneys of its own choosing.

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Article 11 Corporate Records, Reports

11.01 Keeping Records. National Assistance League shall keep adequate and correct records of account and minutes of the proceedings of its Members, the National Board, Executive Committee and committees of the National Board. National Assistance League shall also keep a record of its Members, giving their name and address. The minutes shall be kept in written form. Other financial statements and records shall be kept in either written form or in any other form capable of being converted into written form.

11.02 Annual Report. The National Board shall cause an annual report to be sent to the Members, not later than one hundred (120) days after the close of the fiscal year of National Assistance League. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of National Assistance League that such statements were prepared without audit from the financial statements and records of National Assistance League. The annual report shall be furnished to all officers and directors.

11.03 Annual Statement of Certain Transactions and Indemnifications. National Assistance League shall furnish annually to its Members a statement of any transaction or indemnification described in Section 6322(d) and (e) of the Corporations Code, if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 11.02 of these bylaws.

Article 12 Dissolution

12.01 Dissolution. Upon the dissolution or the winding up of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.

PART 2

CHAPTERS

Article 13 Name and Headquarters

13.01 Name. Each chapter of National Assistance League shall be incorporated under the name of "Assistance League[®] of (Incorporated Name)."

13.02 Headquarters. Chapters shall have a permanent address.

Article 14 Purpose and Policies

14.01 Purpose. The purpose of the chapters of National Assistance League shall be stated in their Articles of Incorporation as being to administer, carry on and control at least one (1) program of philanthropic work in their communities.

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14.02 Policies.

- (a)** Chapters shall be tax-exempt charitable corporations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), and shall be nonprofit, nonsectarian and nonpolitical in all their policies and activities and not organized for the private gain of any individual or entity.
- (b)** Chapters shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or by corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (c)** Each of the chapters shall provide in its Articles of Incorporation that its income, assets and property are irrevocably dedicated to charitable purposes and no part of the net income, assets or property of the chapter shall ever inure to the benefit of any member thereof, or to the benefit of any private persons.
- (d)** Upon the dissolution and winding up of the organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.
- (e)** No substantial part of the activities of the chapters shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the chapters participate or intervene in any political campaign including publishing or distribution of statements on behalf of or in opposition to any candidate for public office.
- (f)** The chapters shall be subject to the following limitations and restrictions:
- (1)** Each chapter shall distribute its income for each taxable year at a time and in a manner that will not subject the chapter to the tax on undistributed income imposed in Section 4942 of the Internal Revenue Code of 1986.
 - (2)** The chapters shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986.
 - (3)** The chapters shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986.
 - (4)** The chapters shall not make any investments that will subject them to tax under Section 4944 of the Internal Revenue Code of 1986.
 - (5)** The chapters shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.
- (g)** Chapters shall support the purpose of National Assistance League and comply with its bylaws, policies, procedures and standards.
- (h)** Chapter activities shall be conducted without financial benefit to any member.

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Article 15 Membership

15.01 Composition. Chapters shall have members that shall be called “voting members”. Chapters may also have “nonvoting members”. Membership as a voting or nonvoting member is open without discrimination to all individuals as long as they comply with the responsibilities of membership.

15.02 Age Limit. Chapters shall have no age requirements; however, they may be so organized that the membership may be divided into various groups of age compatibility in accordance with applicable law.

15.03 Leave of Absence. A Board may decide whether to grant or deny requests for temporary leaves of absence to voting members for travel, illness or to meet emergency needs. While on leave of absence, a voting member shall continue to pay dues and may attend chapter meetings and vote. Other financial obligations shall be optional with the chapter.

15.04 Dual Membership. Chapter members may hold membership in more than one (1) chapter and/or auxiliary.

Article 16 Governing Body and Its Duties

16.01 Governing Body. Chapters shall have a governing body known as the Board that shall have powers and functions as prescribed by the chapter including but not limited to the power to establish and maintain policies and standards. Such Boards shall include the officers of the chapter and the Elective Standing Committee chairmen. Chapters shall determine the number of members on their Board and shall prescribe their duties and terms of office. Only elected members of the Board shall have a vote. Notwithstanding the foregoing, such Boards, and their powers, functions, duties and members, shall be subject to any and all applicable governmental laws, rules and regulations and the bylaws, policies, procedures and standards of National Assistance League.

Article 17 Nominations and Elections

17.01 Nominations. Chapters shall elect a Nominating Committee of two (2) members and one (1) alternate elected by and from the Board; and a minimum of three (3) members and one (1) alternate elected by and from the voting membership. The chairman and vice chairman shall be elected by and from the Nominating Committee. No member shall be eligible to serve on this committee two (2) consecutive years.

(a) This committee shall prepare its slate of nominees for offices on the Board. Unless chapter bylaws provide otherwise, this slate shall include a nominee for a delegate and an alternate to represent the chapter at the annual and special meetings of National Assistance League. The committee chairman shall submit a copy of the slate of nominees to the (Recording) Secretary and to each voting member at least one (1) month prior to the election meeting or at the previous regular meeting.

(b) Ten percent (10%) or more of chapter members eligible to vote may nominate, by signed petition, an additional nominee for an office on the Board, or for a delegate or alternate, by mailing such petition, together with the written consent of the nominee, to the (Recording) Secretary at least ten (10) days prior to the election meeting. No member shall sign more than one (1) nominating petition in a year.

17.02 Elections. The Board shall be elected at the election meeting. The delegate and alternate shall be elected at the election meeting unless otherwise specified in bylaws.

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Elections shall be by voice vote, except when a nominating petition shall have been received, in which event the vote for the contested office shall be by ballot.

Article 18 Standing and Special Committees

18.01 Standing Committees. Chapters shall determine the number of their standing committees, elective and appointive, and prescribe their duties.

18.02 Special Committees. Chapters shall provide for the appointment of special committees.

Article 19 Meetings

19.01 Regular Meetings. Chapters shall determine the number, time and place of meetings of their Board and membership, specifically designating the election and annual meetings.

19.02 Special Meetings. Chapters shall provide for special meetings of their Board and membership.

19.03 Voting Rights. There shall be no vote by proxy.

19.04 Quorum. The quorum shall be determined by the chapter and may not be less than the Corporations Code of its state.

Article 20 Finance

20.01 Requirements. Chapters shall maintain a sound financial position and shall have a Certified Public Accountant audit or review their financial statements annually, which audit or review shall include auxiliary and Assisteens Auxiliary funds. Chapters, at their own expense, shall send their delegate and may send their alternate to the annual and special meetings of National Assistance League.

20.02 National Assistance League Dues and Fees. Annually, chapters shall pay to National Assistance League per capita dues.

Article 21 Auxiliaries

21.01 Formation. Chapters may form auxiliaries. Auxiliaries shall support chapter projects and activities.

21.02 Operation. For administrative purposes, auxiliaries shall have their own governing body. They shall be governed by the bylaws of the corporation. Their policies and standards shall be consistent with the policies, procedures and standards of National Assistance League and the chapter.

Article 22 Bylaws and Parliamentary Authority

22.01 Bylaws For Chapters. Chapters shall be governed by their bylaws. The bylaws shall not be in conflict with the **Bylaws of National Assistance League**, any federal laws, or with the laws of the state in which they are incorporated. Conflicts unresolved by a standing committee

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to be determined by the National Board shall be referred to the National Board for resolution, and the decision of this body shall be final. In the event of any conflict, the laws of the state shall prevail. Current bylaws and standing rules shall be on file at National Assistance League.

22.02 Rules of Order. *Robert's Rules Of Order Newly Revised*, as amended from time to time, shall govern the meetings of the chapters insofar as those rules are not inconsistent with or in conflict with these bylaws, the chapter's bylaws, the chapter's Articles of Incorporation, the law (including the law of the state in which the chapter is organized), or rules governing agenda, motions and related matters.

Article 23 Articles of Indemnification

23.01 Indemnification of National Assistance League by Chapters. Each of the chapters shall agree to defend and indemnify and hold National Assistance League, and its officers, directors, Members, employees and agents (collectively, "National Assistance League Indemnified Parties") harmless against any charges, damages, costs and expenses (including reasonable attorney's fees and court costs), liability or loss which any National Assistance League Indemnified Party may suffer, sustain or become subject to as a result of or arising out of any action or inaction of such chapter. In any action or proceeding relating to the foregoing indemnity, and brought against any National Assistance League Indemnified Party, the National Assistance League Indemnified Party shall have the right to (a) participate in the defense of such action or proceeding with attorneys of its own choosing or (b) defend itself in any action or proceeding with attorneys of its own choosing.

PART 3

AMENDMENTS TO BYLAWS AND PARLIAMENTARY AUTHORITY

Article 24 Bylaws of National Assistance League

24.01 Bylaws of National Assistance League. The several parts of these bylaws may be amended, or new bylaws adopted at the annual meeting of National Assistance League, or at any special meeting called for that purpose, provided that copies of the proposed amendments or the proposed new bylaw shall have been mailed to the President of each chapter and to members of the National Board at least sixty (60) days prior to such meeting.

Article 25 Rules of Order

25.01 Rules of Order. The current edition of *Robert's Rules of Order Newly Revised*, as amended from time to time, shall be the authority governing National Assistance League on all questions of parliamentary law unless in conflict with these bylaws, the Articles of Incorporation or with the laws of the State of California.

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