

**By-laws of the
AlumKnights®, Inc
A Nonprofit Corporation**

Article I.

NAME, SEAL, and OFFICES

Section 1. NAME. The name of the organization shall be AlumKnights®, Inc.

Section 2. SEAL. The Board of Directors may designate the form of the seal or the inscription thereon at their pleasure.

Section 3. BUSINESS OFFICES. The principle office of this corporation shall be in Albuquerque, New Mexico. The corporation may also have offices at such other places as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

Article II

Purposes and Powers

Section 1. Corporate Purpose: AlumKnights®, Inc., herein after called “the AlumKnights®” is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically **to be an advocate in the community for Del Norte High School (DNHS), to build a network of alumni and other supporters, to foster relationships between students, staff, administrators, parents and the public, to provide charitable solutions for DNHS students through but not limited to supporting activities, fundraising, educational scholarships and any other activity deemed desirable and in accordance with the law.**

Section 2. Powers. The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 3. Exempt Activities Limitation. Notwithstanding any other provision of these By-laws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended.

Article III

BOARD OF DIRECTORS

Section 1. GENERAL POWERS AND SELECTION. The business and affairs of the corporation shall be managed and directed by a Board of Directors together with the officers of this organization. Except for the initial Board of Directors, Directors shall be appointed by the majority vote of the then existing Board of Directors.

Section 2. NUMBER, ELECTION AND TERMS. There shall be not less than three (3) Directors of the corporation. The number of Directors shall be set from time to time by resolution of the Directors. Each Director shall serve for a term of two years, commencing on the date of election and each Director shall hold office until a successor is elected and qualified or until resignation, removal, disqualification or death. If a Director dies, resigns, is removed, becomes disqualified, or comes to the end of his/her term, his/her successor will be elected by a majority of Directors then in office.

Section 3. COMMITTEES. The Board may elect or appoint standing and ad hoc committees as needed. The members of any committee shall remain in office at the pleasure of the Directors.

Section 4. SUSPENSION AND REMOVAL. A Director may be suspended or removed with or without cause by vote of a majority of the Directors then in office. A Director may be removed with or without cause only after reasonable notice and opportunity to be heard.

Section 5. RESIGNATION. A Director may resign at any time by giving written notice of such resignation to the Board of Directors. Furthermore, the unexcused absence of any Director from three (3) consecutive regular or special Directors meetings shall constitute a resignation.

Section 6. VACANCIES. Any vacancies in the Board of Directors occurring at any time, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled by a majority vote of the Board of Directors then serving.

Section 7. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held at such places and at such times as the Directors may determine, but must be held at least every three months.

Section 8. NOTICE OF MEETINGS. Notice of all regular and special Directors meeting shall be: 1) written and delivered or mailed not less than five (5) working days nor more than thirty (30) days before a meeting to the usual business or residence address of each Director or, 2) in person, by telephone or electronic notice, not less than one (1) or more than five (5) days before a meeting. In the event of an emergency or urgent situation, no prior notice of a meeting shall be required.

Section 10. WAIVER OF NOTICE. Whenever any notice is required to be given to any Board of Directors of the Organization under the provisions of the By-Laws of the Organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance at any meeting by a Director shall constitute a waiver of notice of the meeting.

Section 11. QUORUM. At all meetings of the Board of Directors, the presence of a simple majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors, except as may be otherwise specifically provided by law or by these By-Laws.

Section 12. CONTRACTS AND SERVICES. The Directors and officers of the Organization may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Organization, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Organization, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or organizations, or may be interested in the same matters as Directors or otherwise; provided, however, that any contract, transaction or act on behalf of the Organization in any manner in which the Directors or officers are personally interested as Directors or otherwise shall be at arm's length with full disclosure of such interest to the Board of Directors, and not violative of the prescription in this document.

Section 13. COMPENSATION. Directors shall not receive compensation for their services.

Section 14. ACTION AUTHORIZED WITHOUT MEETING. If the Board of Directors shall severally and/or collectively consent in writing to any action to be taken by the Organization, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Directors. Any such consent shall be filed with the Secretary of the Organization.

Section 15. POWERS. All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of New Mexico, shall be and are hereby vested in and shall be exercised by the Board of Directors, including the power to create an endowment. The Board of Directors may delegate to committees of their own number or to officers of the corporation such powers as they may see fit.

Article IV OFFICERS

Section 1. OFFICERS OF THE ORGANIZATION. The Officers of the Organization shall be the President, President-Elect, Immediate Past President, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the Board of Directors. A person may hold more than one office at the same time except the President. If required by the Directors, any officer shall give the Organization a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the Directors.

Section 2. ELECTION, TERM OF OFFICE AND QUALIFICATIONS. The President and the other Officers shall be elected annually by the Board of Directors from among their members.

Section 3. PRESIDENT. The President shall be the Chief Executive Officer of the Organization. The President shall preside over all meetings of the Board of Directors and by virtue of the office be Chairman of the Board of Directors. The President shall have and exercise general supervision of the affairs of the Organization, shall have the authority to sign such documents as may be required to

carry out the purposes of the Organization, and shall do and perform such other duties as may be assigned to the President by the Board of Directors.

Section 4. PRESIDENT-ELECT. At the request of the President, or in the event of the President's absence or disability, the President-Elect shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the President-Elect shall have such powers as the Board of Directors may determine and shall perform such other duties as may be assigned to the President-Elect by the Board of Directors.

Section 5. IMMEDIATE PAST PRESIDENT. The Immediate Past President shall assist the President and the President-Elect, and shall perform the duties of either in their absence.

Section 6. SECRETARY. The Secretary shall, in general, perform all duties incidental to the Office of Secretary subject to the control of the Board of Directors, including but not limited to the following: the Secretary shall have charge of such books, documents and papers as the Board of Directors may determine, and shall have the custody of the corporate seals. The Secretary shall keep a record containing the names, alphabetically of all Directors showing their place of residence and telephone numbers.

Section 7. TREASURER. The Treasurer shall be the chief financial officer and the chief accounting officer of the Organization. The Treasurer shall be in charge of its financial affairs, funds, securities, and valuable papers, and shall keep full and accurate records thereof. The Treasurer shall have such other duties and powers as designated by the Directors or the President. The Treasurer shall also be in charge of its books of account and accounting records and of its accounting procedures.

Section 8. VACANCIES. In case any Office of the Organization becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the Directors then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of a successor.

Section 9. REMOVAL. Any officer may be removed from office and the board of directors at any regular or special meeting called for that purpose, with or without cause, by the majority vote of all the Directors. Any officer proposed to be removed shall be given at least five (5) days notice in writing by mail of the meeting, time and place, and of the fact that the officer's removal is proposed. Such officer shall be given the opportunity to be heard.

Article V AGENTS, REPRESENTATIVES AND EMPLOYEES

The Board of Directors may appoint such agents, representatives and other employees of the organization with such powers, and to perform such acts or duties on behalf of the Organization as the Board of Directors may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law. Any employee of the Organization may be an officer or member of the Board of Directors. Any such agent, representative or employee may be compensated for services rendered in an amount to be determined by the Board of Directors.

Article VI CONTRACTS

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or agent to enter into contract, or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to a specific instance, and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Organization by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

Article VII MEMBERSHIP

Membership, Classifications, Dues, Annual Meetings, Place of Meetings, Notice, Quorum

Section 1. Membership, Classifications, Dues, Annual Meetings, Place of Meetings, Notice, Quorum.

The Board of Directors shall determine, institute policies governing and any changes relating to general membership, classifications, dues, annual meetings, place of meetings, notice of meetings, and quorum classification by a majority vote of the Board of Directors, to be ratified by the general membership.

Article VIII

FISCAL YEAR

This Organization shall adopt as its fiscal year the year beginning the First day of January and ending the Thirty First day of December.

**Article IX
AMENDMENTS**

The Board of Directors shall have the power to alter, amend and repeal the By-Laws of the Organization by a majority vote of all the Directors of the Board at any regular or special meeting of the Board.

ALUMKNIGHTS®, INC.

I hereby certify that that the foregoing By-Laws of The AlumKnights®, consisting of Articles I through IX and, including this certification, being four (4) typewritten pages, are the By-Laws adopted in 2014 by the Board of Directors of The AlumKnights®, Inc.

I hereby certify that said By-Laws remain in full force and effect, and without changes as of the date of this certification.

In witness whereof, I have hereunto set my hand as Secretary of the The AlumKnights®, Inc., on this day of , 2014.

_____, Secretary