

**CODE OF BY-LAWS
OF
AHEPA-DAUGHTERS OF PENELOPE DISTRICT #12 FOUNDATION, INC.**

ARTICLE 1

Identification, Records, Seal and Fiscal Year

Section 1.01 Name.

The name of the Corporation is AHEPA-DAUGHTERS OF PENELOPE DISTRICT #12 FOUNDATION, INC., ("the Corporation").

Section 1.02 Place of Keeping Corporate Books and Records.

The Corporation shall keep at its principal office a copy of (a) its Articles of Incorporation and all amendments thereto currently in effect ("the Articles"); (b) its Code of By-Laws and all amendments thereto currently in effect (the "By-Laws"); (c) resolutions adopted by the Board of Directors (the "Board") with respect to the characteristics, qualifications, rights, limitations and obligations of members or as class or category of members; (d) minutes of all meetings of the members of the Board of the Corporation and records of all actions taken by the Members without a meeting (collectively, "Members Minutes") for the prior three years; (e) all written communications by the Corporation to the Board including the financial statements furnished by the Corporation to the Board for the prior three years; (f) a list of the names and business or home address of the current directors of the Corporation (the "Directors") and the current officers of the Corporations (the "Officers"); and (g) the most recent Annual Report of the Corporation as filed with the Secretary of State of Indiana. The Corporation shall also keep and maintain at its principal office, or at such other place or places within or without the State of Indiana as may be provided, from time to time, in the By-Laws, (a) minutes of all meetings of the Board and of each committee, and records of all actions taken by the Board and by each committee without a meeting; and (b) appropriate accounting of records of the Corporation. All of the records of the Corporation described in this Section shall be maintained in written form or in another form capable of conversion into written form within a reasonable time.

Section 1.03 Seal.

The Board may designate the design and cause the Corporation to obtain and use a corporate seal, but the failure of the Board to designate a seal or the absence of the impression of the corporate seal from any document does not affect in any way the validity or effect of such document.

Section 1.04 Fiscal Year.

The fiscal year of the Corporation shall end at such time as the Board shall determine. In the event the Board shall not make such a determination, the fiscal year of the Corporation shall be the fiscal year adopted in the first federal information return of the Corporation.

ARTICLE 2

Membership

Section 2.01 Membership.

The Corporation shall not have members.

ARTICLE 3

Board of Directors

Section 3.01 Functions.

The business, property and affairs of the Corporation shall be managed and controlled by a Board of Directors as from time to time constituted.

Section 3.02 Honorary Board Members.

The Board of Directors of this corporation will have the authority to appoint honorary board members as an active board member of the Board. Honorary Board members will have all the privileges with the exception of voting.

Section 3.03 Number.

The Board of Directors shall consist of the following:

- a. Each of the active Ahepa chapters comprising Ahepa District #12 shall appoint one (1) member in good

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standing of that chapter to serve as a member of the Board.

- b. Each of the active chapters of the Daughters of Penelope, comprising District #12 of the Daughters of Penelope shall appoint one (1) member in good standing of that chapter to serve as a Board member.
- c. In addition, two (2) immediate Past District Governors of District #12 Order of Ahepa and District #12 of the Daughters of Penelope shall also serve as members of the Board. In the event of overlapping of the District Governors, the District Governor whose term first expired shall be replaced with the most immediate Past Governor so that there shall only be two (2) Past Governors from either the Order of Ahepa and the Daughters of Penelope.

Section 3.04 Appointment of Board Members.

Other than the Past Governors, the members of the Board shall be appointed by the President of each respective Ahepa and Daughters active chapters. The appointment shall be made by each chapter President upon notification that the term of the Board member from a particular chapter is to expire or is vacant. Each Board Member shall serve a two (2) year term with the exception of the Past District Governors who will serve one (1) year terms as provided for in Section 3.03. This will take effect on July 1st, 2013.

Section 3.05 Vacancies.

Any vacancy among the Directors caused by death, resignation, removal or otherwise may be filled by the Directors entitled to vote for Directors, the remaining Board of Directors, or if the Directors remaining in office constitute fewer than a quorum, by the affirmative vote of a majority of the Directors remaining in office. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy and until a successor shall be elected and qualified.

Section 3.06 Resignation.

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Corporation. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 3.07 Removal.

Any Director may be removed, with or without cause, in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

Section 3.08 Meetings.

The Board of Directors shall meet each year at the place where such meeting of the Directors has been held, for the purpose of the organization, election of officers and consideration of any other business that may properly be brought before the meeting. Written notice shall be necessary for holding of this annual meeting. If such meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the Board of Directors specifically called in the manner set forth herein. The Board of Directors may provide by resolution the time and place, either within or without the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution. Special meetings of the Board of Directors may be called by the President, and shall be called by order thereof upon the written request of at least two Directors, which request shall set forth the business to be conducted at such meeting.

Section 3.09 Notice of Meetings.

Notice of all meetings of the Board of Directors, except as herein otherwise provided, shall be given by mailing the same or by telephoning, E-mail or delivering personally the same at least two (2) days before the meeting to the usual business or residence address of the Director as shown upon the records of the Corporation. Notice of any meeting of the Board of Directors may be waived in a document filed with the Secretary by any Director if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place of the meeting. Attendance at any meeting of the Board of Directors shall constitute a waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.10 Quorum.

A quorum of the Board of Directors at any annual, regular or special meeting of the Board of Directors shall be a majority of the duly qualified members of the Board of Directors then occupying office. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the

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Board of Directors. The presence of Board members shall be in person only.

Section 3.11 Committees.

The Board of Directors, by resolution adopted by a majority of the Board, shall appoint such committees as it deems necessary for the purpose of fulfilling the goals of the foundation.

Section 3.12 Meeting by Telephone, Etc.

Any or all of the members of the Board or of any committee designated by the Board may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes present in person at the meeting.

Section 3.13 Action Without Meeting.

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if the action is taken by all members of the Board of Directors or of such committee. The action must be evidenced by at least one written consent describing the action taken, signed by each member of the Board of Directors or of such committee, and included in the minutes or filed with the corporate records reflecting the action taken.

ARTICLE 4

OFFICERS

Section 4.01 Officers and Agents.

The officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may, by resolution, designate from time to time. Any two (2) or more offices may be held by the same person. The Board of Directors may by resolution, create, appoint and define the duties of such officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed; provided, however, that officers and agents shall be reimbursed for actual expenses incurred on behalf of the Corporation.

Section 4.02 Election, Term of Office and Qualification.

All officers shall be chosen annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office (unless the officer resigns, is removed, or dies) until the next annual meeting of the Board of Directors or until a successor is chosen and qualified.

Section 4.03 Vacancies.

In the event an office of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the Board of Directors shall elect a person to fill such vacancy, and the person so elected shall hold office and serve until the next annual meeting of the Board of Directors or until a successor is elected and qualified, or until the officer's death, resignation or removal.

Section 4.04 President.

The President shall preside at all meetings of the Board of Directors and members, if present; shall appoint the chairmen and members of all standing and temporary committees, (except the Executive Committee of the Board of Directors) subject to the review of the Board of Directors; shall be the chief executive officer of the Corporation; shall have and exercise general charge and supervision of the affairs of the Corporation; shall do and perform such other duties as these By-Laws provide or as may be assigned by the Board of Directors.

Section 4.05 Vice-President.

The Vice-Presidents, in the order designated by the President of the Board, shall exercise and perform all powers of, and perform duties incumbent upon, the President during the absence or disability of the President and shall exercise and perform such other powers and duties as these By-Laws, the Board, or the President may prescribe.

Section 4.06 Secretary.

The Secretary shall have the custody and care of the corporate records and the minutes books of the Corporation. The Secretary shall attend all the meetings of the Board of Directors and members of the Corporation, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a

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like duty for all standing committees of the board of Directors when required. The Secretary shall attend to the giving and serving of all notices of the Corporation, shall file and take care of all papers and documents belonging to the Corporation, shall authenticate records of the Corporation as necessary, and shall perform such other duties as may be required by these By-Laws or as may be prescribed by the Board of Directors or the President.

Section 4.07 Treasurer.

The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation. All funds of the Corporation coming into the Treasurer's hands shall be immediately deposited in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation. The Treasurer shall furnish at meeting of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation and shall perform such other duties as may be required by these By-Laws or as may be prescribed by the Board of Directors or the President.

Section 4.08 Assistant Officers.

The Board of Directors may from time to time designate assistant officers who shall exercise and perform such powers and duties as the officer whom they are elected to assist shall specify and delegate to them, and such other powers and duties as may be prescribed by these By-Laws, the Board of Directors or the President.

Section 4.09 Removal.

Any officer may be removed from office, with or without cause, by a majority vote of the Board of Directors.

Section 4.10 Resignation.

Any officer may resign at any time by delivering notice to the Board of Directors, the President or the Secretary. A resignation is effective upon the delivery unless the notice specifies a later effective date.

