

**BYLAWS
OF
VA KAPPA ALUMNI CORPORATION
OF SIGMA PHI EPSILON
(A Not-for-Profit Corporation)**

I. OFFICES

The principal office of the corporation shall be located in the City of Blacksburg, County of Montgomery, State of Virginia. The corporation may also have such other places within or without the State of Virginia as the Board of Directors may, from time to time, determine.

II. MEMBERS OF THE ASSOCIATION

- a) Any person who has been initiated into the VA KAPPA Chapter (the "Chapter") of Sigma Phi Epsilon Fraternity, a not-for-profit fraternity chartered in accordance with the Bylaws and Administrative Policies and Procedures of Sigma Phi Epsilon Fraternity, a Virginia not-for-profit corporation (the "National Fraternity"), and under the regulations of VA Tech, and which person is not an undergraduate at VA Tech or at any other college or university; or
- b) Any person who is a member of the National Fraternity as defined in Article V of the Constitution of the National Fraternity and who is admitted to membership in the Association by 75% vote of the directors present at any regular meeting of the Board of Directors of the Association (the "Board of Directors"); or

- c) Any person who by 75% vote of the directors present at any regular meeting of the Board of Directors is elected to honorary membership in the Association.

Any such person shall continue to be a member of the Association as long as he adheres to all the principles upon which the Association is based and to the Constitution and Bylaws of the National Fraternity.

III. MEETINGS OF THE ASSOCIATION

- a) A regular meeting of the members of the Association shall be held at least once every year, at a time and place to be specified by the Board of Directors. Such meeting shall be designated the "Annual Meeting". Special meetings of the members shall be held if called by the President of the Association (the "President") or by a majority of the Board of Directors present at any regular meeting thereof. All meetings of the members shall be held at the principal chapter house of the aforesaid Chapter or at such other place within the Town of Blacksburg, Virginia, as may be specified by the Board of Directors.
- b) Written notice of each meeting of the members, stating the purpose for which the meeting is called and the time and place of such meeting, shall be mailed not less than five (5) nor more than 60 days before the date of such meeting to each member at his address as it shall appear on the books of the Association. Business transacted at any special meeting shall be confined to the purpose stated in the notice of such meeting.

- c) The presence, in person, of nine (9) members is required for and shall be necessary to constitute a quorum and be sufficient for the transaction of business at any meeting of the members. If a quorum shall not be present at any meeting of the members, the members present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.
- d) Each meeting of the members shall be conducted in accordance with the rules contained in the then current edition of Robert's Rules of Order, except to the extent that such rules are inconsistent with the Articles of Incorporation or these Bylaws.

IV. BOARD OF DIRECTORS

- a) The affairs and business, including without limitation, all property and moneys of any kind, of the Association shall be controlled and managed by a Board of Directors. The Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws required to be exercised or done by the members of the Association.
- b) The Board of Directors shall consist of not less than three (3) nor more than nine (9) trustees, each of whom shall be a member of the Association. Directors shall be elected once each year by vote of a majority of the members present at the Annual Meeting in such year, as follows:
 - (1) prior to the Annual Meeting each year, the Board of Directors shall prepare a list of

nominees for election to the Board of Directors, the number of such nominees and the number of directors to be elected at such Annual Meeting to be in the discretion of the Board of Directors.

- (2) such list of nominees shall be mailed to each member with the written notice of such Annual Meeting provided for in Article III(b) hereof;
 - (3) upon petition of any five (5) members the name of any other member or members shall be added to such list, provided that such petition shall have been presented to the Board of Directors prior to the call to order of such Annual Meeting;
 - (4) only such members as shall have been nominated as herein before provided shall be eligible for election to the Board of Directors; and
 - (5) in the event a quorum cannot be obtained for the Annual Meeting or adjourned Annual Meeting in any year, the Board of Directors shall from the above-mentioned list of nominees elect directors to replace directors whose terms shall expire in such year.
- c) Each director elected as provided in paragraph (b) hereof shall serve for a term of three (3) years or for such other term as may be specified at the time he is elected, and thereafter until his successors shall be elected and shall qualify or until his resignation, death or removal. Any director may be removed, with or without

cause, at any time by a vote or majority of the members of the Association present at any meeting thereof. If any director resigns, dies or is removed prior to the expiration of his term, a successor may be elected by a majority of the directors present at any regular meeting of the Board of Directors, such successor to serve until the next Annual Meeting, and at such Annual Meeting there shall be elected a director to serve for the unexpired portion of such term. The undergraduate president of the Chapter shall be an ex-officio, non-voting member of the Board of Directors and as such may discuss for a reasonable length of time any question at any meeting of the Board.

- d) A regular meeting of the Board of Directors shall be held immediately after the adjournment of each Annual Meeting. Such regular meeting shall be held at the place of such Annual Meeting unless the Board shall theretofore have designated another place. Other regular meetings of the Board of Directors shall be held at times and places to be fixed by resolution of the Board of Directors from time to time. Notice of regular meetings need not be given. Special meetings of the Board of Directors may be held at any time upon the call of the President or of a majority of the directors present at any meeting of the Board of Directors. Written notice of each special meeting, stating the purpose of which the meeting is called and the time and place of such meeting, shall be mailed not less than five (5) nor more than thirty (30) days before the date of such meeting to each director at his address as it shall appear on the books of the Association.
- e) The presence in person of a majority of directors is required for and shall be necessary to constitute a

quorum and be sufficient for the transaction of business at any meeting of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Director, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Any act of a majority of the directors present at any meeting of the Board of Directors at which there is a quorum shall be the act of the Board of Directors except as may be otherwise specifically provided by statute or by the Certificate of Incorporation or by these Bylaws.

- f) The president, the vice president, the treasurer, the secretary, and the housing director of the Association duly elected pursuant to Article V hereof shall constitute the executive committee of the Board of Directors and shall at all times between meetings of the Board exercise all ordinary powers of the Board.

V. OFFICERS

- a) The officers of the Association shall be a president, a vice president, a treasurer, a secretary, housing director (if applicable), and such other officers as shall be designated from time to time by the Board of Directors.
- b) Officers shall be elected once each year by vote of a majority of the Board of Directors held after the Annual Meeting in such year. No person shall be an officer who is not a director. Each officer shall be elected to serve for a term of one (1) year and thereafter until his successors shall be elected and shall qualify or until his resignation, death or removal. Any officer may be removed with or without cause, at any time by vote of a majority of the directors present at any regular meeting of the

Board of Directors, successor to serve for the remaining portion of such term.

- c) One person may hold the offices of and perform the duties of any two of the aforesaid officers, except those as president and secretary. Each officer shall perform such duties as are designated by the Board of Directors and to the extent not inconsistent therewith, such duties as are performed customarily by a person holding such an office.

VI. EMPLOYEES

The Board of Directors may appoint (and after such appointment may at any time, with or without cause, remove) such employees and agents as the business of the Association may require, and such employees and agents shall have such duties as the Board of Directors may from time to time designate.

VII. GRAND CHAPTER

Pursuant to Article V, Sections 22 and 23 of the Bylaws of the National Fraternity, any and all assets, funds or other property, whether personal or real, cash or non-cash, which are held by or titled to the Association or any of its affiliates or subsidiaries, are trust funds which shall be held, managed and administered by the Association for the benefit of the local undergraduate Chapter and to promote the ideals and interest of the National Fraternity, all in accordance with the Charter, Bylaws and Administrative Policies and Procedures of the National Fraternity.

Further, legal title to and all land, buildings and furnishings therein acquired and/or occupied for use by the Chapter is to be held in the name of the Association, and such property shall be held in trust for the benefit of the Chapter. This property is considered trust property and upon the

dissolution, forfeiture, withdrawal or suspension of the undergraduate Chapter charter, whether voluntary, by surrender of charter, or involuntary, by forfeiture or withdrawal of charter pursuant to the Bylaws or Administrative Policies and Procedures of the National Fraternity, such property shall be transferred after five years, whether by deeds of conveyance, bills of sale or by transfer of ownership and control of the Association to the National Fraternity or its affiliates, to be held by the National Fraternity or its affiliates in accordance with the Chapter Continuation Fund of the National Fraternity for a period of twenty-one (21) years for the purpose of reactivating the undergraduate chapter and for the other purposes set forth in the Administrative Policies and Procedures of the National Fraternity.

Notwithstanding Section IV above, the Board of Directors of the National Fraternity shall have the power (a) to remove any or all of the members of the Board of Directors who fail(s) to comply with these Bylaws or with any of the provisions of the National Fraternity's Bylaws or Administrative Policies and Procedures; and (b) to appoint substitute board member(s) in the place of such removed member(s), until the Association can qualify and elect new board member(s) in accordance with these Bylaws.

VIII. AMENDMENTS

These Bylaws may be amended by vote of two-thirds of the members of the Association present at any Annual Meeting or at any special meeting of the members of the Association; provided, that notice of the proposed amendment shall have been set forth in the notice of the meeting.

IX. SEAL

The seal of the corporation shall be a flat-faced circular die (of which there may be any number of counterparts) with the work "SEAL" and the name of the corporation engraved thereon.

X. CHECK, NOTES and DRAFTS

Checks, notes and drafts and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. The signature of any such person may be a facsimile when authorized by the Board of Directors.

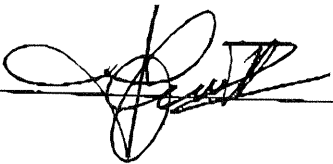
XI. FISCAL YEAR

The fiscal year of the corporation shall end on December 31st in each year.

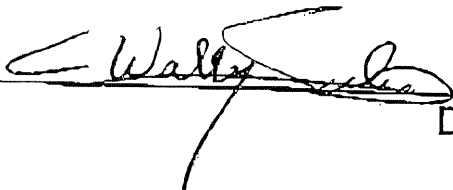
XII. ACTION TAKEN BY UNANIMOUS CONSENT OF STOCKHOLDERS OR DIRECTORS

Notwithstanding any provisions of these Bylaws, any action which is require or may be taken at a meeting of stockholders or directors may be taken without a meeting, if a consent in writing, setting forth the action so taken is signed by all stockholders or directors entitled to vote thereon.

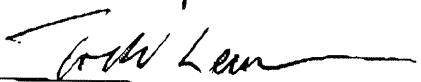
WITNESS the following signatures and seals:



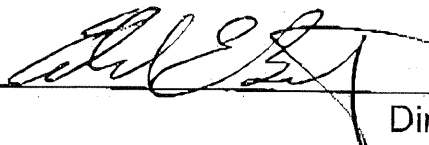
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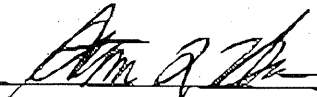
Director (SEAL)



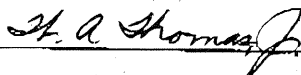
Director (SEAL)



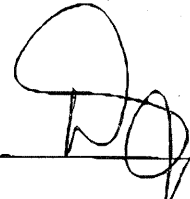
Director (SEAL)




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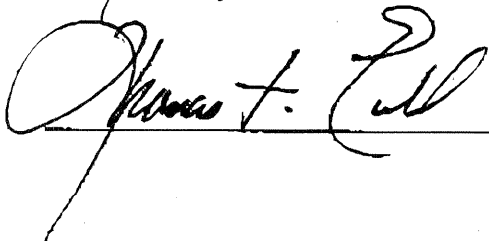
Director (SEAL)



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