

**Amended and Restated By-laws of**  
**BETA ETA HOUSE CORPORATION, INC.,**  
**OF TALLAHASSEE, FLORIDA**  
**a Florida Non Profit Corporation**

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**ARTICLE I**  
**Principal Office**

**Principal Office.** The office of this corporation in the State of Florida shall be located at 423 West College Avenue, in the City of Tallahassee, County of Leon.

**ARTICLE II**  
**Members**

**Section 1. *Classes of Membership.*** The corporation shall have one class of members, consisting of alumni members of the Pi Kappa Phi Fraternity who (i) are included on the List of Member, attached hereto as Exhibit A or (ii) have elected to be members of the corporation; such election being made in writing and delivered to the corporation in the manner determined by the president, in the form substantially similar to the election form attached hereto as Exhibit B.

**Section 2. *Property Rights.*** No member shall have any right, title, or interest in any of the property or assets, including earnings or investment income of this corporation, nor shall any of the corporation's property or assets be distributed to any member on its dissolution or winding up.

**Section 3. *Liability of Members.*** No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

**Section 4. *Transfer and Termination.*** Membership in this corporation is nontransferable. Membership shall terminate on the resignation or death of a member.

**Section 5. *Election of Directors.*** At the Annual Meeting a majority of the members present shall elect the board of directors, as provided for in these by-laws.

**Section 6. *Annual Meeting.*** An annual meeting of the members shall take place at the corporation's principal office at 9:00 a.m., local time, on the date of Florida State University's Homecoming football game (the "Football Game") or, in the event that there is no Football Game, on the first Saturday in December (the "Annual Meeting").

### ARTICLE III

#### **Board of Directors**

**Section 1. *Number.*** The authorized number of directors of this corporation shall be three (3), unless as otherwise determined by the then current directors.

**Section 2. *Qualifications of Directors.*** Directors must be current members of the corporation.

**Section 3. *Term of Office.*** The directors shall be elected at the Annual Meeting, as provided for below, and shall hold office until the next Annual Member Meeting and until the qualification of a successor in office.

**Section 4. *Powers.***

(a) Except as otherwise provided in the articles of incorporation, or by law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted exclusively by the board of directors, which may, however, delegate the performance of any duties or the exercise of any powers to officers and agents designated by resolution of the board of directors.

(b) *Management of income property.* The board of directors shall be responsible for the management, investment, and disposition of the property of the corporation for the purpose of earning an income from that property.

(c) *Common trust funds.* The board of directors may, by resolution duly adopted, establish one or more common trust funds for the purpose of investing the corporation's funds, whether the corporation holds the funds or property as a fiduciary or otherwise, subject to the terms and conditions set forth in the articles of incorporation of this corporation and by law.

**Section 5. *Replacement of Directors.***

(a) Whenever a vacancy exists on the board of directors, whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a new director by the remaining directors.

(b) Any person appointed to fill a vacancy in the board of directors shall hold the office for the unexpired term of his predecessor in office.

(c) Any director may be removed by a majority vote of the remaining directors.

**Section 6. *Compensation.*** No member of the board of directors shall receive compensation from the corporation.

## Section 7. *Meetings.*

- (a) A regular meeting of the directors shall take place at the Annual Meeting.
  - (i) Prior to the Annual Meeting, a five (5) person nominating committee made up of three (3) persons selected by the current president, one (1) person selected by the Chapter Adviser, and one (1) person selected by Beta Eta Alumni Chapter, Inc. shall nominate members to serve as directors for the upcoming year (the "Nominees").
  - (ii) The Nominees shall be communicated to the members in the manner selected by the president.
  - (iii) At the Annual Meeting, a majority of the members shall select from the Nominees the directors to serve for the upcoming year.
- (b) Notice of meetings shall be signed by the president and mailed to each director at the address last recorded on the books of corporation, not less than 7 not more than 30 days before the date of the meeting. However, this requirement may be waived by resolution of the board of directors.
- (c) The president may, as the president deems necessary, and the secretary shall, if so requested in writing by any member of the board of directors, call a special meeting of the board. In this event, two (2) days written notice to each director shall be deemed sufficient.
- (d) A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. However, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting without further notice.
- (e) Except as otherwise provided in these bylaws, or in the articles of incorporation of this corporation, or by law, the act of majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.

**Section 8. *Action Without Meeting.*** No meeting need be held by the board to take any action required or permitted to be taken by law, provided all members of the board individually or collectively consent in writing to the action, and the written consents are filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate of other document filed under any provision of law which relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the bylaws authorize the directors to act in this manner. The statement shall be prima facie evidence of the board's authority.

**Section 9. *Liability of Directors.*** The directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

#### ARTICLE IV

#### **Officers**

**Section 1. *Designation of Officers.*** One officer shall be appointed as selected as president. Additional officers, such as a secretary, treasurer, or one or more vice presidents may be appointed.

**Section 2. *Election and Term of Office.*** The officers of this corporation shall be elected annually by the board of directors at the Annual Meeting. If the election of officers is not held at the annual meeting, an election shall be held as soon as may be convenient. Each officer shall hold office until his successor has been duly elected and has been qualified.

**Section 3. *Removal.*** Any officer may be removed by the board of directors whenever in its judgment the interests of the corporation would be best served. Any removal shall be without prejudice to the contract rights, if any, of the officer removed.

**Section 4. *Vacancies.*** A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

**Section 5. *President.*** The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president:

- (a) Shall preside at all the meetings directors:
- (b) May sign, with the written approval of the directors, any deeds, mortgages, bonds, contracts, of other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of these instruments has been expressly delegated by the board of directors by these bylaws, or to some other officer or agent of the corporation by law; and
- (c) Shall perform all other duties generally incident to the officer of president and any other duties prescribed by the board of directors.

**Section 6. *Vice-President.*** In the absence of the president or in the event of the president's inability or refusal to act, the vice-president shall perform the duties of the president, and shall have all the powers of, and be subject to all the restrictions on, the

president. The vice-president shall perform additional duties assigned to him or her by the president or by the board of directors.

**Section 7. *Secretary.*** The secretary shall:

- (a) Keep the minutes of meetings of the board of directors, in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with these bylaws or as required by law;
- (c) Be custodian of the corporate records and of the seal of the corporation;
- (d) Keep book containing the names and addresses of all directors of the corporation; and
- (e) Exhibit to any director of the corporation, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the minutes of any meeting, and the other records of the corporation.

**Section 8. *Treasurer.*** If required to do so by the board of directors, the treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation;
- (b) Receive and give receipts for moneys due and payable to the corporation from any source and deposit all moneys in the name of the corporation in banks, trust companies, or other depositories selected by the board of directors;
- (c) Perform all duties generally incidental to the office of treasurer and any other duties assigned to the treasurer by the president or by the board or directors.

ARTICLE V  
**Committees**

**Section 1. *Executive Committees.*** By majority vote of directors in office, the board of directors may, by resolution duly adopted, establish one or more committees, each of which shall consist of two or more members, which committees, to the extent provided by resolution, shall have and exercise the authority of the board of directors in the management of the corporation; provided, however, that the designation of and delegation of authority to committees shall not relieve the board of directors, or any director individually, of any responsibility imposed on the board of directors of any individual director by these bylaws, or be law.

**Section 2. *Other Committees.*** Other committees not having and exercising the managerial authority of the board of directors may be established by resolution duly adopted by majority vote of the board of directors. Except as provided by resolution, members of committees shall be members of the corporation, and shall be appointed by the president. Any member may be removed by the president, when, in judgment of the president, the interests of the corporation would be best served by removal.

**Section 3. *Terms of Office.*** Each member of a committee shall continue as a member of the committee until the next annual meetings of the members of the corporation and until his or her successor is appointed, unless the committee shall be sooner abolished, or unless the member is removed or ceases to qualify as a member of the committee.

**Section 4. *Chairperson.*** One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members of the committee.

**Section 5. *Vacancies.*** Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member elected in this manner shall be elected for the unexpired term of his or her predecessor.

**Section 6. *Quorum.*** Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act or a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

**Section 7. *Rules.*** Each committee may adopt rules and regulations for its meetings and the conduct of its activities which it deems appropriate; provided, however that the rules and regulations are consistent with these bylaws, and provided further that regular minutes of all proceedings are kept.

ARTICLE VI  
**Corporate Actions**

**Section 1. *Contracts.*** The board of directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances.

**Section 2. *Gifts and Contributions.*** The board of directors may:

- (a) Accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and specific charitable purposes of the corporations, on terms approved by the board or committee;
- (b) Hold funds or property in the name of the corporation or of nominee or nominee appointed by the board of committee;
- (c) Collect and receive the income from funds or property;
- (d) Devote the principal or income from donations to benevolent and charitable purposes designated by the board or committee; and
- (e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to a particular purpose designated by the donor after approval of the agreement by the board or committee devote the principal or income from that donation according to the agreement.

**Section 3. *Deposits.*** All funds of the corporation shall be deposited to the credit of the corporation in banks, trust companies, or other depositories selected by the board of directors.

**Section 4. *Checks, Drafts, Orders for Payment.*** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by an officer or officers, agent or agents of the corporations and in a manner determined by resolution of the board of directors. In the absence of this determination, the instruments shall be signed by the treasurer and countersigned by the president or vice-president of the corporation.

## Article VII

### Miscellaneous Provisions

**Section 1. *Books and Records.*** The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its board of directors and shall keep membership book giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any director or their agent or attorney, or any proper person, at any reasonable time.

**Section 2. *Fiscal Year.*** The fiscal year of the corporation shall begin on the first day of January and end of the last day of December in each year.

**Section 3. *Corporate Seal.*** The board of directors shall provide a corporate seal described as follows:

BETA ETA HOUSE CORPORATION, INC.,  
OF TALLAHASSEE, FLORIDA  
a Florida Non Profit Corporation

**Section 4. *Waiver of Notice.*** Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a written waiver signed by the person or persons entitled to notice, whether before or after the time stated, shall be deemed equivalent to the giving of notice.

**Section 5. *Powers of Directors to Amend Bylaws.*** Subject to the limitations of the articles of incorporation, these by-laws, and the Florida Not For Profit Corporation Act concerning corporate actions that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the board of directors.

Adopted by the members and directors on November 15, 2008.



Exhibit B

**Via U.S. Mail To:**

BETA ETA HOUSE CORPORATION,  
INC., OF TALLAHASSEE, FLORIDA  
700 Ohio Avenue  
Lynn Haven, FL 32444-1758  
Attn.: President

**With a Copy to:**

Pi Kappa Phi Fraternity  
P.O. Box 240526  
Charlotte, NC 28224

MEMBERSHIP ELECTION FORM

The undersigned is an alumnus member in good standing of Pi Kappa Phi fraternity and hereby elects to be a member of BETA ETA HOUSE CORPORATION, INC., OF TALLAHASSEE, FLORIDA.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Chapter  
& Initiation Number: \_\_\_\_\_