

**AMENDED AND RESTATED
BY-LAWS
OF
AHEPA 29 EDUCATIONAL FOUNDATION, INC.**

**ARTICLE ONE
Membership**

Section 1.1. Classes of Membership. There shall be only one class of Membership with each member having only one vote.

Section 1.2. Membership, The members of the AHEPA 29 Educational Foundation, Inc. (the “Corporation”) shall be the members of Alexander the Great Chapter # 29 in good standing, having satisfied their annual dues financial obligation, for the current fiscal year.

**ARTICLE TWO
Meeting of Members**

Section 2.1. Place of meeting. Meetings of the members of the Corporation shall be held at such place, within Houston, Texas, as may be specified in the respective calls, notices, or waivers of notice thereof.

Section 2.2. Meetings. Meetings of the members may be called by the president, by a majority of the board of directors, or by petition signed by at least one-seventh (1/7th) of the then members in good standing.

Section 2.3. Annual Meeting. An annual meeting of the Members shall be held during the first quarter of each year.

Section 2.4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members, the purpose for which any such meeting is called, shall be delivered, mailed, e-mailed, or communicated by phone by the Secretary of the Corporation, the secretary of Alexander the Great Chapter # 29, or by the officers or persons calling the meeting, to each

member of record entitled to vote at such meeting, at such address as appears upon the records of the Corporation and at least three (3) days before the date of such meeting.

Section 2.5. Waiver of notice. Notice of any meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the time and place of the meeting and purposes thereof. Attendance at any meeting in person shall constitute a waiver of notice of such meeting.

Section 2.6. Voting Rights. Only members of the Corporation who have satisfy their financial obligation in term of current dues shall be entitled to vote at such meeting.

Section 2.7. Voting by Proxy. There shall be no voting by proxy.

Section 2.8. Voting Lists. At all times, the Secretary (in conjunction with the Secretary of Alexander the Great Chapter # 29) shall keep a complete list of all members entitled to vote at any meeting of members, arranged in alphabetical order, with the address and the telephone number of each member; such list shall be kept on file at the principal office of the Alexander the Great Chapter # 29 and shall be subject to inspection by any member in good standing at any time during usual business hours.

Section 2.9. Quorum. At any meeting of the members, one-tenth (1/10th) of those entitled to vote at each meeting constitutes a quorum, and, notwithstanding anything in these By-Laws, or the Articles of Incorporation to the contrary, a majority vote of such quorum shall be necessary for the transaction of any business.

ARTICLE THREE

Board of Director

Section 3.1. Duties and Qualifications. The business affairs of the Corporation shall be managed by a board of directors, at least the majority of whom shall be citizens of the United States, and all of whom shall be members in good standing of the Corporation or the

Daughters of Penelope, Achaia Chapter No. 54.

Section 3.2. Number and Terms of Office. There shall be not greater than fifteen (15) directors of the Corporation, each of whom shall serve for a term of three (3) years, and until their successors are elected and qualified, unless earlier removed as hereinafter provided. Not less than three-fourths (3/4) of the directors shall be elected by the members and the balance of the directors shall be elected by the Daughters of Penelope of Achaia, Chapter No. 54. The three (3) year terms of the directors shall be staggered terms, such that not more than five (5) directors are elected at each annual meeting (unless additional directors are required to be elected because of disability, resignation, removal, or the like). In addition, there shall be an Ex-Officio member on the board of directors who shall be the duly elected President of Alexander the Great Chapter # 29 for as long as he holds the office of President. This Ex-Officio member shall have the same voting rights at the board of directors meeting as those of the other directors.

Section 3.3. Directors Elected by the Members: Regarding the board of directors elected by the members, successor directors shall be elected by the affirmative vote of a majority of the members of the Corporation at the annual meeting where a quorum is present. If the annual meeting of the Corporation is not held at the time designated by these By-Laws, such failure shall not cause any defect in the existence of the Corporation, and the directors then in office shall hold over until their successors shall be elected and qualified at a meeting of the members where a quorum is present.

Section 3.4. Directors Elected by the Daughters of Penelope, Achaia Chapter No. 54: Regarding the board of directors elected by the Daughters of Penelope, Achaia Chapter No. 54, successor directors shall be elected at their monthly meetings held in the same month as the members of the Corporation. If not elected in the same month, such failure shall not cause any defect in the existence of the Corporation, and those directors then in office shall hold over until their successors shall be elected and qualified.

Section 3.5. Election of Officers: At the first board of directors meeting following the election of directors, the directors shall elect officers of the Corporation, and the term of office for such directors (and officers) shall begin upon completion of the meeting in which they are elected.

Section 3.6. Vacancies. Any vacancy in the board of directors caused by death, resignation, or otherwise, except by increase in number of directors and except as provided in Section 3.7 of this Article, may be filled by a majority vote of all the remaining members of the board of directors. Notwithstanding anything herein to the contrary, any vacancy that is filled by the board of directors with respect to a member of the board of directors whose term has expired, such elected director shall hold office only until (a) the next meeting which is held to elect the successor director for such previous vacancy, (b) such successor director has been elected and qualified, and (c) such successor director is elected to fulfill the unexpired term of the vacancy. Vacancies on the board of directors occasioned by an increase in the number of directors shall be filled by a vote of the members entitled to vote thereof at an annual or special meeting thereof.

Section 3.74. Removal of Directors. At any special meeting called for such purpose, any member of the board of directors may be removed from such office either for or without cause by an affirmative vote of a majority of the members entitled to vote at an election of directors, and a successor may be elected at the same meeting for the unexpired term of the director removed. Failure to elect a director at such meeting to fill the unexpired term of any director so removed shall be deemed to create a vacancy on the board of directors which may be filled by the remaining directors in accordance with Section 3.3 of this Article.

Section 3.8. Board of Directors Meetings. The board of directors shall meet at least quarterly.

Section 3.9. Other Meetings. Other meetings of the board of directors may be held regularly pursuant to a resolution of the board of directors to such effect or may be held upon the call of the president or the majority of the members of the board and upon forty-eight (48)

hours notice, specifying the time, place and general purposes of the meeting, given to each director either personally or by mail, telegram, e-mail, or telephone. No notice shall be necessary for any regular meeting, and notice of any other meeting may be waived in writing or by telegram. Attendance at any such meeting shall constitute waiver of notice of such meeting.

Section 3.10. Quorum. A majority of the whole board of directors shall be necessary to constitute a quorum for the transaction of any business.

Section 3.11. Limitation of Powers. Notwithstanding anything in the By-Laws, the Articles of Incorporation or otherwise to the contrary, unless the prior approval of a majority of the board of directors of the Corporation entitled to vote at a meeting at which a quorum is present, neither the board of directors of the Corporation nor any officer of the Corporation shall have the power or authority to obligate or bind the Corporation or its assets.

ARTICLE FOUR

Offices

Section 4.1. Offices and Qualification Thereof. The officers of the Corporation shall consist of, a President, a Secretary, a Treasurer, and such Vice-Presidents and assistant officers as the board of directors shall designate. All of the officers shall be members in good standing of the board of directors, and shall be elected by the board of directors. Any two (2) or more offices may be held by the same person, except that the duties of the President and the Treasurer shall not be performed by the same person, since two (2) signatures shall be required for checks in order to disperse funds.

Section 4.2. Terms of Office. Each officer of the Corporation shall be elected annually by the board of directors at the board of director meeting following the annual members meeting where the board of directors were elected and shall hold office for a term of one (1) year and until his successor

is elected and qualified.

Section 4.3. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the board of directors at a special meeting thereof, and any officer so elected shall hold office until his successor shall be duly elected and qualified.

Section 4.4. Removal. Any officer of the Corporation may be removed at the pleasure of the board of directors whenever a majority of such board shall vote in favor of such removal.

ARTICLE FIVE

Powers and Duties of Officers

Section 5.1. President. Subject to the general control of the board of directors, the president shall manage and supervise all affairs and personnel of the Corporation and shall discharge all of the usual functions of the chief executive officer of a non-for-profit Corporation. He shall preside at all meetings of members and directors and shall have such other powers and duties as these By-Laws or the board of directors may prescribe.

Section 5.2. Secretary. The Secretary shall attend all meetings of members and of the board of directors, and shall keep, or cause to be kept, in a book provided for that purpose, a true and complete record of the proceedings of such meetings, and he shall perform a like duty, when required, for all standing committees appointed by the board of directors. He shall attend to the giving and serving of all notices of the Corporation required by these By-Laws, shall have custody of the books (except books of account), records and corporate seal of the Corporation, and in general shall perform all duties pertaining to the office of secretary and such other duties as these By-Laws or the board of directors may prescribe.

Section 5.3. Treasurer. The treasurer shall keep correct and complete records of accounts, showing accurately at all times the financial condition of the Corporation. He shall have charge and custody of, and be responsible for, all funds, notes, securities, and other valuables which may

from time to time come into the possession of the Corporation. He shall deposit or cause to be deposited, all funds of the Corporation with such depositories as the board of directors may designate. He shall furnish at meetings requested, a statement of the financial condition of the Corporation, and in general perform all duties pertaining to the office of treasurer and such other duties as these By-Laws or the board of directors may prescribe.

Section 5.4. Assistant Officers. Such assistant officers as the board of directors shall from time to time designate and elect shall have powers and duties as the officers whom they are elected to assist, shall specify and delegate to them and such other powers and duties as these By-Laws or the board of directors may prescribe.

ARTICLE SIX

Miscellaneous

Section 6.1. Corporate Seal. If the board of directors elects to have a corporation seal, it shall be circular in form with the name of the Corporation around the top of its periphery, the word “Texas” around the bottom of its periphery, and the word “Seal” through the center or as otherwise determined by the directors.

Section 6.2. Execution of Contracts and Other Documents. Unless otherwise ordered by the board of directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the president or a vice-president. If the corporate seal is required to be affixed thereto, it shall be affixed and attested by the secretary or an assistant secretary.

Section 6.3. Fiscal Year. The fiscal year of the Corporation shall begin on the first (1st) day of July of each year and end upon the last day of June of the following year.

Section 6.4. Contracts with Persons with a Conflict. No contract or other transaction between the Corporation and one or more of its board of directors or members (other than donations from a member of

the board of directors or members to the Corporation) are allowed without the approval or ratifies of such contract or transaction by 75% of the board of directors at a duly called meeting.

ARTICLE SEVEN

Amendments

Section 7.1. Amendments of By-Laws. Except as hereinafter provided, the power to make, alter, amend, or repeal all or any part of the By-Laws is vested in the board of directors, and an affirmative vote of a majority of all members of the board of directors shall be necessary to affect any such change in the By-Laws. Notwithstanding the foregoing to the contrary, however, any modification to the By-Laws by the board of directors must be approved by the members in good standing of the Corporation.