

ALPHA OMEGA EPSILON, INC.

AMENDED AND RESTATED BYLAWS

A WISCONSIN NON-STOCK SORORITY

ALPHA OMEGA EPSILON, INC.
AMENDED AND RESTATED BYLAWS

ARTICLE I

NAME, PURPOSE, AND DEDICATION OF ASSETS

Section 1. Name. The name of this Sorority is Alpha Omega Epsilon, Inc., hereafter referred to as the “Sorority”.

Section 2. Purpose. The Sorority is organized and shall be operated exclusively for pleasure, recreation, and other nonprofit purposes, including but not limited to social, charitable, and educational purposes, within the meaning of Section 501(c) (7) of the Internal Revenue Code and as authorized by Chapter 181 of the Wisconsin Statutes (the “Act”). To the extent consistent with the above general purposes, the specific purposes of the Sorority shall be to create and promote a national network of local chapters which shall have the common objective of promoting women in engineering and the technical sciences; to develop policies and objectives which shall govern local chapters which are chartered by the Sorority; to develop and maintain an environment of support, unity and friendship among sorority members on local and national levels; to conduct and support sorority social and recreational activities on national and local levels; to conduct educational activities and programs to enhance the scholastic achievement and advancement of sorority members in engineering and the technical sciences; and to conduct local and national charitable activities to benefit the communities in which the Sorority and local chapters are active.

The Bylaws shall be the governing document of the Sorority.

Section 3. Dedication. The properties and assets of the Sorority are irrevocably dedicated to the purposes set forth in Section 2. No part of the net earnings, properties, or assets of the Sorority, on dissolution or otherwise, shall inure to the benefit of any Director or Officer of the Sorority or any other entity or individual. On liquidation or dissolution, the Board shall, after paying or making provisions for the payment of all the liabilities of the Sorority, dispose of all the assets of the Sorority:

1. exclusively for the purposes of the Sorority in such manner;
2. to such entities organized and operated exclusively for pleasure, recreation, and other nonprofit purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (7) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code); or
3. to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1986 (or to corresponding section of any future federal tax code), as the Board shall determine.

Any of such assets not so distributed shall be distributed by the court of appropriate jurisdiction of the county in which the principal office of the Sorority is then located, exclusively for the

stated purpose of the Sorority, or to such qualified organizations or organizations as said court shall determine.

ARTICLE II

OFFICES

Section 1. Business Offices. The Sorority may have such business offices, either within or without the State of Wisconsin, as the Board may designate or as the Sorority may require from time to time to fulfill its purposes.

Section 2. Principal Office. The principal office of the Sorority shall be in care of Synergos AMC at 1611 County Road B West, Suite 320 St. Paul, Minnesota 55113.

Section 3. Registered Office. The registered office of the Sorority may, but does not necessarily have to be, the same as the Principal Office of the Sorority. The registered office of the Sorority shall be in care of Jon S. Herreman at 731 North Jackson Street, Suite 900 Milwaukee, Wisconsin 53202.

Section 4. Registered Agent. The registered agent of the Sorority is Jon S. Herreman at 731 North Jackson Street, Suite 900 Milwaukee, Wisconsin 53202.

ARTICLE III

MEETINGS OF THE BOARD

Section 1. Regular and Special Meetings. The Board may hold regular meetings as fixed by the President or by resolution of the Board, for transacting such business as properly may come before the Board. Except as otherwise provided in these Bylaws, such regular meetings of the Board may be held without notice of the date, time, place, or purpose of the meeting. The Board may also hold special meetings on such dates and at times and places inside or outside the State of the principal office of the Sorority as it may from time to time determine for any lawful purpose. A special meeting of the Board may be called by the President or by a simple majority of the Directors.

Section 2. Means of Participation in Meetings. The Board may permit any one or more Directors to participate in any regular or special meeting of the Board or a committee of the Board by conference telephone or any other means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is present in person at the meeting for all purposes.

Section 3. Action Taken without Meeting. Any action required or permitted to be taken at a meeting of the Board or any committee of the Board may be taken without a meeting if the action is taken by a majority of all Directors or of the committee. The action must be evidenced by at least one written consent describing the action taken, signed by each Director participating, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken by the Board or by a committee of the Board without meeting is effective when the last Director signs the consent, unless the consent specifies a prior or subsequent effective date.

Section 4. Quorum; Vote Required. A majority shall constitute a quorum for the transaction of business at a meeting of the Board or any committee of the Board. Any matter shall be deemed approved by the Board if the votes cast favoring an action exceed the votes cast opposing the action. At all meetings of the Board and of each committee of the Board, each Director shall have one vote.

Section 5. Waiver of Notice of Meeting. A Director may waive a notice required by the Articles of Incorporation, these Bylaws, or the Act. Except as provided herein, the waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or the corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

ARTICLE IV

DIRECTORS

Section 1. General Powers. The business and affairs of the Sorority shall be managed by its Board of Directors, except as otherwise provided in the Act, the Articles of Incorporation, or these Bylaws.

Section 2. Number, Classification, Election, Tenure, and Qualifications. The number of Directors of the Sorority shall be from four to sixteen, as determined by the Board from time to time. Any action of the Board of Directors to increase or decrease the number of Directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these Bylaws effecting such increase or decrease. A reduction of the number of authorized Directors shall not result in the removal of any Director.

Each Director shall hold office until the Director's term expires and thereafter until the Director's successor shall have been elected and qualified, or until the Director's earlier death, resignation, or removal. Directors must be: (i) at least 18 years old; (ii) alumnae of the Sorority in good standing; and (iii) not be affiliated with the Alpha Omega Epsilon Foundation. Directors need not be residents of Wisconsin. Any Director may be removed at any time, with or without cause, by a vote of three-fourths of the other Directors then in office.

Section 3. Resignations. Any Director may resign at any time by giving written notice to the President or to the Secretary of the Sorority. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors then in office, and a Director so chosen shall hold office until the next election of the class for which such Director was chosen and thereafter until the Director's successor shall have been elected and qualified, or until the Director's earlier death, resignation, or removal.

Section 4. Ex-Officio Directors. The Foundation Chairman shall be an ex-officio Director while she serves as the Foundation Chairman. The immediate past President shall be an

ex-officio Director unless the immediate past president has not completed her term as Director, in which case the immediate past president shall be a Director and the next immediate past president who is not serving as a director shall be an ex-officio Director. The past president serving as an ex-officio Director shall serve for a term of two years. Ex-office Directors may attend all meetings but shall have no vote.

Section 5. Terms. Directors shall serve no more than two consecutive four-year terms. Directors who serve two consecutive four-year terms may be nominated to be a Director again after spending a minimum of one year as a non-member of the Board.

To maintain a staggered rotation in Directors, the Directors who were elected at the 2017 Convention will begin a new two-year term starting at the 2018 Convention. Of the eight remaining Director positions, six will be elected to a four-year term starting at the 2018 Convention and two will be elected to a two-year term starting at the 2018 Convention. Any Directors elected to the Executive Committee in 2018 shall serve two years on the Executive Committee after which her term as Director shall either expire if only elected to a two-year term or continue as Director if elected to a four-year term. Any Director elected after 2018 shall serve a four-year term.

Section 6. Election. Directors shall be elected at the Sorority's Convention, by alumnae in good standing and by representatives from active chapters in good standing. Election is by majority vote of those with voting privileges.

Section 7. Vacancies. Vacancies in the Board shall exist on the death, incapacity, removal, or resignation of any Director; or whenever the number of authorized Directors is increased.

1. The Board may declare vacant the office of a Director:
 - a. if such Director is declared to be of unsound mind by an order of court or convicted of any felony;
 - b. if, within sixty (60) days after notice of selection such Director does not accept the office either in writing or by attending a meeting of the Board; or
 - c. if a Director is removed.
2. A Director appointed to fill a vacancy is eligible for a new complement of terms.

Section 8. Compensation. Directors shall not receive compensation for their services as such. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Sorority in any other capacity.

Section 9. Expenses. Directors may be reimbursed for reasonable expenses as authorized by the Board per the Policies & Procedures.

ARTICLE V

OFFICERS

Section 1. Officers. The Officers of the Sorority shall be elected at the Sorority's Convention. Each Officer of the Sorority shall hold office for a term concurrent with her term as a Director or

until her successor is elected. Officers may serve successive terms. The following shall be the Officers of the Sorority:

1. **President.** The President shall: (i) perform all duties incidental to the office of the President; (ii) exercise general supervision over the day-to-day affairs of the Sorority; (iii) preside at all meetings of the Board; (iv) be responsible for all Board meeting agendas; (v) recommend the creation or dissolution of all committees of the Board as deemed necessary; (vi) appoint the chairmen thereof; (vii) serve as an ex-officio member of all committees; (viii) sign legal contracts and other agreements after approval by the Board; and (ix) shall perform such additional duties as assigned by the Board. The President must previously have served on the Board.
2. **Vice President.** Vice President shall: (i) perform all duties incidental to the office of the Vice President; (ii) perform the duties of the President in the event the President is absent or cannot serve; (iii) succeed immediately to the office of President in the event of a vacancy in that office; and (iv) perform such additional duties as assigned by the President or by the Board.
3. **Secretary.** The Secretary shall: (i) perform all duties incidental to the office of Secretary; (ii) maintain custody of the minutes of the meetings of the Board; (iii) authenticate the records of the Sorority; (iv) see that all required notices are given; (v) be responsible for all general correspondence of the Sorority; (vi) ensure all required corporate reports are filed; and (vii) perform such additional duties as assigned by the President or by the Board.
4. **Treasurer.** The Treasurer shall: (i) perform all duties incidental to the office of Treasurer; (ii) have charge and custody of and being responsible for all funds and securities of the Sorority; (iii) receive all gifts to the Sorority and proceeds from the Sorority's activities; (iv) receive and give receipts for moneys due and payable to the Sorority from any source whatsoever; (v) maintain all accounts, balance the books, maintain the financial records of the Sorority, including bank statements, receipts, budgets, invoices, paid receipts and canceled checks; (vi) assure that all tax reporting forms and financial statements are submitted to the appropriate State and Federal agencies as required; (vii) prepare periodic financial statements; and (viii) perform such additional duties as assigned by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of her duties in such sum and with such surety or sureties as the Board shall determine.
5. **Director of Chapter Services.** The Director of Chapter Services shall: (i) perform all duties incidental to the office of Director of Chapter Services; (ii) maintain oversight of the chapters and advisors; (iii) maintain the chapter handbook and membership education materials; and (iv) perform such additional duties as assigned by the President or by the Board.
6. **Other Officers.** The Board shall have the authority to appoint any and all other officers that the Board deems necessary or appropriate to the operation and maintenance of the Sorority. Such officers shall serve for such period as the Board may designate and shall perform such duties as the Board or the President may prescribe.

Section 2. Resignation, Removal, and Vacancy. The President, Vice President, Secretary, Treasurer, and Director of Chapter Services are also Directors of the Sorority. Accordingly, the process for removal of the President, Vice President, Secretary, Treasurer, and Director of Chapter Services and the process for the filling of vacancies in the event of death, disability or resignation shall be as set forth above with respect to Directors.

Section 3. Election of Officers. The President, Vice President, Secretary, Treasurer, and Director of Chapter Services are each elected for a two-year term. If an existing Director runs for and is elected to one of these positions, that Director's term as a Director remains unchanged. If an alumna who is not already a Director is elected to one of these positions, that alumnae will have a two-year term as an officer and a four-year term as a Director.

ARTICLE VI

COMMITTEES OF THE BOARD

Section 1. Committees Generally. The Board may authorize a person or a committee of the Board to exercise some or all of the powers that would otherwise be exercised by a Board. Notwithstanding the foregoing, a committee may not: (i) authorize distributions to Directors, Officers, or agents except in exchange for value received; (ii) approve or recommend dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Sorority's assets; (iii) elect or remove Directors or fill vacancies on the Board; or (iv) adopt, amend, or repeal the Articles of Incorporation or these Bylaws.

Section 2. Duties. The purpose, powers, and duties of any committee of the Board shall be as determined by the Board. Unless otherwise provided, each committee shall establish its own rules of procedure and shall meet at such times and places as it may determine.

ARTICLE VII

CONVENTION

Section 1. Powers. Alumnae in good standing and Convention delegates from chapters in good standing shall have the power to amend the Bylaws and elect the Directors.

Section 2. Time and Place. Conventions of the Sorority shall be held no less than every two years at a location determined by the Board.

Section 3. Notification. The Board shall give notice in writing of the time and location of Convention to the Chapters and alumnae at least three months prior to the Convention.

Section 4. Eligibility to Vote. Alumnae in good standing and Convention delegates from chapters in good standing are eligible to vote at Convention.

Section 5. Quorum. Quorum for Bylaw votes at Convention is two thirds of the total number of persons present holding the right to vote at Convention. Quorum for elections at Convention is two thirds of the sum of the total number of persons present holding the right to vote at Convention and the total number of absentee ballots returned.

ARTICLE VIII

FINANCES

Section 1. Fiscal Year. The fiscal year of the Sorority shall end on December 31.

Section 2. Contracts. The Board may authorize any Officer or Officers, agent, or agents, to enter into any contract or execute or deliver any instrument in the name and on behalf of the Sorority, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Sorority shall be executed in the name of the Sorority by the President or the Vice President and by the Secretary or the Treasurer; the Secretary, when necessary or required, shall affix the corporate seal thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing Officer or Officers.

Section 3. Loans. No indebtedness for borrowed money shall be contracted on behalf of the Sorority and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board, such authorization may be general or confined to specific instances.

ARTICLE IX

CONFLICT OF INTEREST

Section 1. Conflict of Interest. No Director, Officer or employee of the Sorority shall have or acquire any interests, direct or indirect, in any project which the Sorority is operating or promoting or in any contact relating to any such project of the Sorority without making written disclosure to the Sorority of the nature and extent of her interest. No Director who has such interest shall vote on any matter relating to it nor be present during the final deliberations and vote on the matter.

Further, no Director, officer, or employee of the Sorority shall violate the conflict of interest regulations as established by funding sources or as established by or contrary to the Act or any successor provisions to such regulations and statutes.

ARTICLE X

INDEMNITY

Section 1. Liability of Directors and Officers. Neither the Board nor any Officer or Director shall be liable for debts incurred by subordinate chapters or individual members of the Sorority. No person shall be liable to the Sorority for any action taken or omitted to be taken by her as a Director or Officer of the Sorority unless such act or omission constitutes or results in:

1. a willful failure to deal fairly with the Sorority about a matter in which the Director or officer has a material conflict of interest;
2. a violation of criminal law, unless the Director or Officer had reasonable cause to believe her conduct was lawful or no reasonable cause to believe that her conduct was unlawful;

3. a transaction from which the Director or officer derived an improper personal profit; or
4. willful misconduct.

The foregoing shall not be construed as a limitation on the immunity provided to Directors or officers pursuant to the Act nor shall it be deemed exclusive of any other rights and defenses which such Director or Officer may be entitled under any other statute, agreement or otherwise.

Section 2. Indemnity of Directors and Officers. Every person who is or was a Director or Officer of the Sorority and any person who may have served at its specific request as a Director or Officer of another organization in which the Sorority owns shares of capital stock or of which the Sorority is a creditor, shall (together with the heirs, executors and administrators and guardians and conservators of any deceased or former Director or Officer or other person who herself would have been entitled to indemnification) be indemnified by the Sorority against all costs, damages and expenses asserted against, incurred by or imposed upon her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which she is made or threatened to be made a party by reason of her being or having been such Director or Officer to the extent that she has been successful on the merits or otherwise in the defense of the Proceedings. In cases where the Director or Officer is unsuccessful in her defense, in cases where the proceeding was settled in exchange for a payment from the Director or Officer, or in criminal cases terminated by a plea of no contest or an equivalent plea, the Sorority shall also indemnify the Director or Officer to the extent set forth above unless the Director or Officer breached or failed to perform a duty she owes to the Sorority and the breach or failure to perform constitutes or results in:

1. a willful failure to deal fairly with the Sorority about a matter in which the Director or Officer has a material conflict of interest;
2. a violation of criminal law, unless the Director or Officer had reasonable cause to believe her conduct was lawful or no reasonable cause to believe her conduct was unlawful;
3. a transaction from which the Director or Officer derived an improper personal profit; or
4. willful misconduct.

This indemnity shall include reimbursement of all reasonable amounts and expenses incurred and paid in settling any such claim, action, suit, or proceedings. A determination as to whether a person is entitled to indemnification shall be made in accordance with the Act. Upon compliance with the requirements of the Act, the Sorority may pay or reimburse any Director's or Officer's, reasonable expenses incurred in such proceeding as such expenses are incurred.

The Sorority, by its Board, may indemnify in like manner, or with any limitations, any employee, former employee, agent, or former agent of the Sorority with respect to any action taken or not taken in her capacity as an employee or agent. Such rights or indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under any statute, agreement, or otherwise.

Section 3. Transactions With the Sorority. Unless otherwise invalid under the Act, any contract or other transaction between the Sorority and: (i) one or more of the Sorority's

Directors; (ii) any firm in which one or more of the Sorority's Directors are Members, shareholders, or employees; (iii) any firm in which one or more of the Sorority's Directors are interested, or (iv) any organization or association of which one or more of the Sorority's Directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board which acts upon, or in reference to, such contract or transaction, and notwithstanding the Director(s) participation in such action if the fact of such interest shall be disclosed or known to the Board and the Board shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE XI

AMENDMENTS

Section 1. Effective Date. These Bylaws shall become effective on the first day of Convention in 2018. Amendments to these Bylaws shall become effective immediately upon their adoption unless a later time is specified in the amendment. Nothing in these Bylaws shall be deemed to contradict any requirement or right provided for non-profit organizations by the Act.

Section 2. Amendment. These Bylaws may be amended at Convention by the affirmative vote of three-quarters of those with voting powers who are present at Convention. The Board of Directors may amend the Bylaws between Conventions by an affirmative vote of three-fourths of the Board.