

CODE OF REGULATIONS AND NATIONAL CONSTITUTION
OF
EPSILON TAU PI

ARTICLE I
NAME AND OFFICES

Section 1.

The name of the corporation shall be Epsilon Tau Pi (the "Fraternity").

Section 2. Offices.

The principal office of the Fraternity shall be located at 1915 Trinity Avenue, Dayton, Ohio, 45409 ("National Office"). The Fraternity may have such other offices at such places as the National Executive Board (hereinafter sometimes referred to as the "Board") may determine or the affairs of the Fraternity may from time to time require.

The principal mailing address for Epsilon Tau Pi is: PO Box 282, Dayton OH 45409

ARTICLE II
STATEMENT OF PURPOSE

Section 1. Stated Purpose.

The purpose for which the Fraternity is organized and operated shall be to engage exclusively in such recreational, charitable and other non-profit purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code"). (This reference and all future references herein to any Section of the Code shall be deemed to include all regulations promulgated thereunder and any corresponding provision of any future United States internal revenue law and the regulations thereunder.) To the extent not inconsistent with the foregoing, the Fraternity's purpose shall include, but not be limited to, the following:

1. To create a fraternal brotherhood of Eagle Scouts on undergraduate campuses across the United States and throughout the world;
2. To preside over and provide guidance to all of the undergraduate chapters of the Fraternity; and
3. To do whatever is deemed necessary, useful, advisable or conducive, either directly or indirectly, to carry out any of the purposes of the Fraternity, including the exercise of all other authority enjoyed by corporations generally by virtue of the provisions of the Ohio Non-profit Corporation Law.

ARTICLE III MEMBERS

Section 1. Composition.

The members of the Fraternity shall be individuals ("Members") who (a) shall have attained the rank of Eagle Scout as awarded by the Boy Scouts of America; (b) met the other membership qualifications set forth in this Code of Regulations and the Designated Chapter Bylaws that may be adopted and revised from time to time by the Board (the "Designated Chapter Bylaws"); (c) shall have been initiated into the Fraternity in accordance with this Code of Regulations and the procedures set forth in the Designated Chapter Bylaws; and (d) shall not have been expelled or otherwise terminated from membership pursuant to the terms of this Code of Regulations or the Designated Chapter Bylaws.

Section 2. Resignation.

Any Member may withdraw from the Fraternity after fulfilling all obligations, financial or otherwise, to the Fraternity by giving written notice of such intention to the Secretary.

ARTICLE IV

MEETINGS OF THE MEMBERSHIP OF THE FRATERNITY

Section 1. Regular Meetings.

Following its first meeting, the Fraternity shall hold its regular meetings at least annually during the month of September or at such other time as shall be determined by the National Executive Board. Such meeting shall be for the purpose of electing the National Executive Board and the Officers of the Fraternity, for receiving annual reports, and for the transaction of other business. Such meeting shall be held at such place within or without the State of Ohio as the National Executive Board may determine.

Section 2. Special Meetings.

Special meetings of the Fraternity may be called at any time by the Chairman. Upon written request of twenty-five percent of the Members of the Fraternity, the National Executive Board shall call a special meeting to consider a specific subject. Notice of any special meeting is to be given as set forth in Section 3 of this Article IV. No business other than that specified in the notice of meeting shall be transacted at any special meeting. 2

Section 3. Notice.

Except with respect to the first meeting, for which no notice shall be required, the Secretary shall deliver written notice of the time and place and, in case of a special meeting, the purpose of meetings of the Fraternity to the Members and to all Directors at least seven days prior thereto. Notice shall be given personally or by mail, commercial courier service, facsimile, electronic mail or telegraph, which notice shall state the time, place and purpose of the meeting. Any notice given by facsimile shall be deemed delivered upon successful transmission of such facsimile to the Member's facsimile number of record on file with the Fraternity's Secretary. Any notice given by electronic mail shall include a request for the intended recipient to acknowledge receipt of the notice thereby allowing the Fraternity to confirm receipt of the electronic mail message by the intended recipient at the electronic mail address for such recipient on file with the Fraternity, and shall be deemed delivered upon such confirmation of receipt.

Section 4. Waiver.

Notwithstanding the provisions of any of the foregoing sections, a meeting of the Members of the Fraternity may be held at any time and at any place within or without the State of Ohio, and any action may be taken thereat, if notice is waived in writing by every Member having the right to vote at the meeting.

Section 5. Quorum and Voting.

A quorum for any meeting of the Members shall be a majority of the Members in good standing in person or by proxy, and the acts of a majority of the Members in good standing present at a meeting at which a quorum is present shall constitute the acts of the Members. All Members of the Fraternity in good standing shall be entitled to one vote on matters before the Members. Cumulative voting shall be prohibited. The vote, consent, waiver, release or other action of a Member shall be made by the Member who shall be present in person or by proxy. Any Member shall be deemed present at a meeting and shall be counted for the purposes of voting and establishing a quorum if attending by telephone, electronic transmission or other communication equipment, provided that such Member can hear and be heard by all persons participating in such meeting.

Section 6. Proxies.

Every Member of the Fraternity entitled to vote at any meeting thereof may vote by proxy. A proxy shall be in writing and filed with the Secretary before the appointed time of each meeting and is revocable at the pleasure of the Member executing such proxy.

Section 7. Books And Records.

A Member shall have the right to examine all books and records of the Fraternity for any reasonable and proper purpose and at any reasonable time. 3

Section 8. Adjourned Meeting.

If any meeting of the Members cannot be convened because a quorum has not attended, the Members who are present, either in person or by proxy, may adjourn the meeting, from time to time, until a quorum is obtained. At any adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

**ARTICLE V
BOARD OF DIRECTORS AND OFFICERS**

Section 1. Board of Directors General Powers; Composition.

The formation and implementation of the policies and procedures of the Fraternity and the management and administration of the day to day affairs of the Fraternity shall be carried out by or under the auspices and direction of its Board of Directors (the "National Executive Board"), which shall have all powers necessary for, or incidental to, such management and administration and the promotion of the objectives and purposes of the Fraternity.

Section 2. Board of Directors Number, Qualification and Powers.

(a) Number. The National Executive Board shall be comprised of: (i) the President (Chairman), Vice President (Vice Chairman), and Secretary of the Fraternity upon the election as set forth below,

(ii) one alumni representative from each chapter of the Fraternity, elected in accordance with the by-laws of his specific chapter, and (iii) one active member from each chapter of the Fraternity, elected in accordance with the by-laws of his specific chapter.

(b) Powers. The Directors shall be responsible for the management and administration of the day-to-day affairs of the Fraternity, the purchase or lease of any real estate, the approving all expenditures, and shall carry out the goals and objectives of the Fraternity. The National Executive Board may appoint members of the Fraternity to fill certain functions on an as needed basis (an "Appointee"). Such Appointees shall have such powers, term, and responsibilities as the Board shall specify in each individual case. Any Appointee shall report directly to the National Executive Board, but shall not be considered a member of the Board nor a Director of the Fraternity. Any Appointee may be removed by a majority vote of the Board.

(c) Alumni Delegates. Each Alumni Delegate to the National Executive Board shall represent the interests of all of the alumni of his chapter and shall keep the alumni from his chapter aware of the decisions of and issues before the National Executive Board. **If** a chapter does not have an alumnus in good standing at the time of the Fraternity's yearly meeting, the chapter must elect an active member to fulfill the duties of the Alumni Delegate. The chapter must, however, fill the position of

Alumni Delegate with an alumnus in good standing upon the existence of such an individual.

- (d) Chapter Delegates. A Chapter Delegate to the National Executive Board shall represent the interests of his chapter and shall keep the members of his chapter aware of the decisions of and issues before the National Executive Board.

Section 3. Meetings.

Meetings of the National Executive Board may be called by the President (Chairman) at any time, and shall be called by the Secretary upon the written request of a majority of the National Executive Board. Such meetings shall be called upon not less than forty-eight (48) hours' notice to each member of the National Executive Board, given personally or by mail, commercial courier service, telephone, facsimile, electronic mail or telegraph, which notice shall state the time, place and purpose of the meeting. Any notice given by facsimile shall be deemed delivered upon successful transmission of such facsimile to the National Executive Board member's facsimile number of record on file with the Fraternity. Any notice given by electronic mail shall include a return receipt allowing the party giving notice to confirm receipt of the electronic mail message by the intended recipient at the electronic mail address for such recipient on file on file with the Fraternity, and shall be deemed delivered upon such confirmation of receipt.

Section 4. Waiver of Notice: Action without Meeting; Telephone Meetings.

Before or at any meeting of the National Executive Board, any member of the National Executive Board may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to giving of notice. Attendance by a member of the National Executive Board at any meeting of the National Executive Board shall be deemed a waiver of notice by such member, and if all members of the National Executive Board are present at any meeting of the National Executive Board, no notice shall be required and any business may be transacted at such meeting. The National Executive Board may take any action without a meeting if all members of the National Executive Board consent thereto in writing or via electronic mail; such consent shall constitute a unanimous vote. The Secretary shall keep a hard copy record of any action taken by unanimous consent. The National Executive Board may conduct meetings by telephone, electronic transmission or similar communication equipment as permitted under the laws of the State of Ohio, so long as the identity of each participating director is verified to the satisfaction of the meeting's chair.

Section 5. Quorum and Voting.

At all meetings of the National Executive Board, a majority of the National Executive Board shall constitute a quorum for the transaction of business. Any Director attending a meeting of the National Executive Board via telephone, electronic transmission or similar communication equipment shall be counted as present for the purposes of voting and establishing a quorum, provided that such Director can hear and be heard by all persons participating in such meeting.

Unless a greater number is required herein, the acts of a majority of the National Executive Board present at a meeting, at which a quorum is present, shall be the acts of the National Executive Board. The means by which each Director attends a meeting of the National Executive Board shall be recorded by the Secretary in the Minutes. If at any meeting of the National Executive Board there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 6. Presiding Officer.

The presiding officer at meetings of the National Executive Board shall be the President (Chairman). In the absence of the President, the Vice President (Vice Chairman) shall preside, provided that if the Vice President is absent, the members of the National Executive Board present at the meeting shall designate one of their members to preside.

Section 7. Committees.

The National Executive Board shall, by resolution, create committees necessary and appropriate for the smooth and efficient functioning of the Fraternity. The National Executive Board may create standing and/or ad hoc committees as it shall deem necessary or appropriate, with such powers and responsibilities as the National Executive Board shall by resolution prescribe. The requirements of committees appointed by the National Executive Board with respect to quorum, notice of meetings, records and reports, vacancies, meetings, and actions without meetings shall be prescribed by the Board.

Section 8. Officers Number: Qualifications: Composition.

(a) Number. The Officers of the Fraternity shall be the President (Chairman), Vice President (Vice Chairman), Secretary and Treasurer, each of whom shall be elected in accordance with the procedures set forth in this Code of Regulations.

(b) Qualification. Any Member in good standing may serve as an Officer of the Fraternity

(c) The powers and duties of the respective Officers shall be as follows:

(i) President (Chairman). The President shall: (1) be the chief executive officer of the Fraternity and preside over all meetings of the National Executive Board; (2) administer and exercise general supervision over all affairs of the Fraternity; (3) coordinate the activities of the Fraternity; (4) implement or cause to be implemented the Designated Chapter Bylaws; (5) preside at the meetings of the Fraternity; (6) represent the Fraternity to non-affiliated campuses and individuals; (7) campaign on behalf of the Fraternity in favor of expansion; (8) serve as a liaison between the Fraternity and the administrations of affiliated campuses; (9) work with administrators of affiliated campuses to uphold standards set forth by the Fraternity; (10) serve as the spokesman for the Fraternity at official events or at the request of the National Executive Board; and (11) perform such other duties as may be directed by the Board.

(ii) Vice President (Vice Chairman). The Vice President shall: (1) assist the President in the execution of his duties, (2) supervise the expansion of the Fraternity, (3) train colony advisors prior

to the beginning of their work with a colony, (4) keep records of the progress of each colony and report such progress to the National Executive Board, (5) coordinate the initiation of the alpha class of a colony in accordance with the Designated Chapter Bylaws, (6) install colonies as chapters of the Fraternity, and (7) maintain a current version of the Official Ritual of the Fraternity.

- (iii) Secretary. The Secretary shall: (1) be responsible for ensuring that minutes of Fraternity and National Executive Board meetings are recorded and properly disseminated; (2) provide notice of all meetings and activities of the Fraternity, including but not limited to, notice of Fraternity and Board meetings as required by this Code of Regulations; (3) supervise the maintenance of the Fraternity archives and the national register of brothers, including alumni names and addresses; (4) supervise the publication of any national newsletter or other publication of the Fraternity; (5) work to facilitate communication between Fraternity, the chapters of the Fraternity, and between collegiate and alumni brothers.
- (iv) Treasurer. The Treasurer shall: (1) be responsible for the funds of the Fraternity and shall deposit or cause to be deposited all funds in the name of and to the credit of the Fraternity in such banking institutions as may be designated from time to time by the National Executive Board; (2) maintain and prepare, or cause to be maintained and prepared financial records and reports, including the annual budget and monthly reports to the National Executive Board; (3) be responsible for the collection of Fraternity dues, if any, as set by the National Executive Board, which dues shall be collected on or before March 15th and October 15th of each year; (4) arrange for, or cause to be arranged, the timely filing of all applicable tax returns; (5) establish and maintain, or cause to be established and maintained, fiscal policies and procedures; and (6) perform or cause to be performed such other duties as may be directed by the National Executive Board. As a part of maintaining the Fraternity's financial records, the Treasurer shall keep detailed, full and accurate books and records, showing in chronological order all of the receipts, expenses and disbursements pursuant to appropriate specificity and itemization and shall prepare and deliver annually to the Members a statement showing all receipts, expenses and disbursements since the last such statement. The National Executive Board may from time to time appoint one or more Assistant Treasurers of the Fraternity. The funds, books and vouchers in the hands of the Treasurer shall, with the exception of confidential reports submitted by Members, at all times be subject to verification and inspection by the National Executive Board. The Treasurer shall be an Appointee of the National Executive Board and may not: (A) be an elected member of the National Executive Board, or (B) hold another position as an officer of the Fraternity.

Section 9. Election of Officers.

Every two years, the President, Vice President and Secretary of the Fraternity shall be elected by a majority vote of the Members of the Fraternity entitled to vote at the Fraternity's annual meeting.

Section 10. Terms of Office.

Each of the President, Vice President and Secretary shall serve until the earlier of his removal, resignation, or the election of his replacement.

Section 11. Removal and Vacancy.

Any Officer (other than the Treasurer) may be removed from office upon the affirmative vote of at least two-thirds (2/3) of the Members of the Fraternity at any meeting at which a quorum is present. In the event of a vacancy in any Officer position, such vacancy shall be filled by a majority vote of the remaining members of the National Executive Board until a new election can be held by the members of the Fraternity to fill such position. The Treasurer may be removed by a vote of at least two-thirds (2/3) of the Members of the National Executive Board. Notwithstanding anything herein to the contrary, any vacancy in the position of Treasurer shall be filled by a majority vote of the National Executive Board.

ARTICLE VI COLONIZATION

Section 1. Guidelines.

The National Executive Board shall prepare and distribute a set of guidelines for the colonization process, including the means by which interested parties may apply for colonization. These guidelines shall be kept on file at the National Office.

ARTICLE VII BUDGET AND DUES

Section 1. Preparation, Review and Approval of Budget.

The Treasurer shall submit or cause to be submitted a proposed annual budget to the National Executive Board not later than sixty (30) days prior to the date of the Annual Meeting of the Fraternity at which the budget will be submitted to the National Executive Board for approval.

Section 2. Dues Structure.

The amount for Member, Chapter, and/or Colony dues shall be adopted each year by the National Executive Board as part of the approval of the budget or at any time as proposed by the Board.

Section 3. Non-refundability of Dues.

In the event a Member, Chapter, or Colony withdraws or is expelled from the Fraternity, there shall be no refund of dues, if any, paid to date by such Member or Chapter.

ARTICLE VII INDEMNIFICATION

Section 1. Indemnification.

The Fraternity does hereby indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Director, Officer, employee, agent or volunteer of the Fraternity against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in a manner he reasonably believed to be in or not opposed to the best interest of the Fraternity and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which he reasonably believed to be in or not opposed to be the best interest of the Fraternity and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

To the extent that a Director, Officer, employee, agent or volunteer of the Fraternity has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in this Article or in defense of any claim, issue or matter therein he shall be indemnified against expenses and attorney's fees actually and reasonably incurred by him in connection therewith.

Indemnification under this Article shall be made by the Fraternity upon a determination that indemnification of the Director, Officer, employee, agent or volunteer is proper in the circumstances because he has met the applicable standard of conduct set forth herein. Such determination shall be made by the National Executive Board by majority of a quorum consisting of Directors who were not parties to such action, suit or proceeding or if such a quorum is not obtainable as a majority of such disinterested Directors determines, with the advice of independent legal counsel in a written opinion. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Fraternity in advance of the final disposition of such action, suit or proceeding, as authorized in the specific case, upon receipt of an undertaking by or on behalf of the trustee, officer, employee, agent or volunteer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Fraternity as authorized under this Article.

The Fraternity shall have the power to purchase and maintain liability insurance on behalf of all persons who are or were Directors, Officers, employees, agents or volunteers of the Fraternity against any liability asserted against them or any of them and incurred by any of them arising out of their status as such.

Notwithstanding the foregoing, the provisions of this Article shall be automatically amended to provide for the maximum indemnification permitted under Section 1702.12(E) of the Ohio Revised Code, including amendments thereto, or any comparable provisions of any future Ohio statute.

ARTICLE IX MISCELLANEOUS

Section 1. Fiscal Year.

The fiscal year of the Fraternity shall be the calendar year.

Section 2.

Fidelity bonds may be required by the National Executive Board, Directors and employees, if any, of the Fraternity and from any agent handling or responsible for corporate funds. The amount of such bonds, if required, shall be determined by the Board. The cost of such bonds shall be paid by the Fraternity.

Section 3. Availability to Members.

Copies of the Articles of Incorporation, this Code of Regulations and all amendments thereto and hereto, shall be made available, upon request, to any Member.

Section 4. Limitations.

(a) Corporate Purposes. Notwithstanding any provisions of this Code of Regulations or applicable law to the contrary, the Fraternity shall not engage in any activities which are not in furtherance of the purposes of the Fraternity set forth in the Articles of Incorporation and in this Code of Regulations, nor shall the Fraternity carry on activities not permitted to be carried on by an organization exempt from federal income tax under the provisions of Section 501 (c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code or an organization incorporated pursuant to the Ohio Nonprofit Fraternity Act

(b) Ownership or Profit; Compensation for Services. No stock or other evidence of ownership or interest shall be issued by the Fraternity and no pecuniary profit shall inure to the benefit of any Officer, Director or other person having an interest in the activities of the Fraternity. However, the Fraternity is authorized to pay reasonable compensation for services rendered to the Fraternity and to make reimbursement for reasonable costs and expenses incurred on behalf of the Fraternity.

Section 5. Contributions.

The Fraternity has the authority to accept financial contributions from any organization or person so long as such contributions do not jeopardize the purposes or status of the Fraternity as set forth in this Code of Regulations.

Section 6. Severability.

If any provision of this Code of Regulations, or any action, sentence, clause, phrase, or word, or the application thereof, in any circumstances, is held invalid, void or unenforceable, the other provisions hereof are declared to be severable and shall remain valid and operative.

Section 7. Captions.

The captions contained in this Code of Regulations are for reference only, are not part of this Code of Regulations, and are not intended in any way to limit or expand the terms and provisions of this Code of Regulations.

Section 8. Interpretation.

Whenever in this Code of Regulations the context so requires, the singular number shall include the plural and the plural shall include the singular.

Section 9. Loans to Officers and Directors Prohibited.

No loans shall be made by the Fraternity to its Officers or Directors. Any Directors voting for or assenting to the making of any loan to an Officer or Director, and any Officer participating in the making thereof, shall be jointly and severally liable to the Fraternity for the amount of such loan until repayment thereof

Section 10. Previous Action.

All actions of the National Executive Board taken prior to the ratification of this Constitution shall be considered valid.

Section 11. Effect of Partial Invalidity.

Should a court of competent jurisdiction find any portion of this Code of Regulations to be invalid, all remaining portions hereof shall remain in full force and effect in accordance with their terms, except where such provisions rely upon an invalid portion of this Code of Regulations for their operation.

**ARTICLE X
AMENDMENTS**

Amendments to this Code of Regulations may be adopted only after notice of the proposed amendment has been included in the notice of the meeting(s) at which the proposed amendment is to be considered. A resolution adopting an amendment to the Code of Regulations shall not be effective unless the resolution receives the approval of at least two-thirds (2/3) of the votes entitled to be cast by the Members at a meeting of the Fraternity at which a quorum of Members is present. No amendment shall be effective which, in the opinion of counsel for the Fraternity, may cause the Fraternity to become liable for the payment of federal income tax.

IN WITNESS WHEREOF the undersigned, as Secretary of the Fraternity, being authorized to do so, hereby certifies that the foregoing Code of Regulations have been adopted by the Fraternity as the Code of Regulations of **EPSILON TAU PI** and are in effect as of the day of ,2015.