

AMENDED BYLAWS  
OF  
THE KAPPA KAPPA GAMMA CHARITABLE FOUNDATION OF HOUSTON

ARTICLE I  
NAME AND PURPOSE

1.1 Name. The name of the corporation is THE KAPPA KAPPA GAMMA CHARITABLE FOUNDATION OF HOUSTON (the "Foundation"). The corporation was incorporated on August 6, 1980, and is affiliated with the Houston Alumnae Association of Kappa Kappa Gamma (the "Association").

1.2 Purpose. The Foundation is organized exclusively for the tax exempt purposes set forth in Article IV of the Articles of Incorporation. In addition, the Trustees of the Foundation shall not engage, participate, or intervene in any activity or transaction which would result in the loss by the Foundation of its status as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"); and the use, directly or indirectly, of any part of the Foundation's assets in any such activity or transaction is hereby expressly prohibited. The Foundation shall develop a Code of Conduct that shall be signed annually by all Trustees.

1.3 Office. The Foundation shall hold its meetings and maintain its offices and records in the greater Houston area.

1.4 Corporate Assets. All donations received by the Foundation, together with the income therefrom (the "Corporate Assets") shall be held, administered and paid out by the Board of Trustees (sometimes hereinafter referred to as the "Board") in the manner set forth in these Bylaws, or in one or more policies and procedures adopted from time to time by the Board (the "Policies and Procedures").

1.5 Use of Corporate Assets. The Board shall apply the Corporate Assets at such time or times, in such manner, and in such amounts as they may determine, to the uses and purposes set forth in Article IV of the Articles of Incorporation, subject to the provisions of these Bylaws and the Policies and Procedures.

1.6 Compensation. Trustees of the Foundation shall serve without compensation for their duties as trustees. The Foundation may employ and compensate accountants, and attorneys-at-law to serve the Foundation, and other skilled persons, provided that the payment of such compensation is consistent with, and not in violation of, the provisions of Code §§ 501(c)(3) and 4958. Notwithstanding the foregoing, the Trustees, officers, employees, and agents of the Foundation shall be reimbursed their reasonable and necessary expenses, if any, incurred in connection with their service on behalf of the Foundation, provided that the reimbursement of such expenses is consistent with, and not in violation of, the provisions of Code §§ 501(c)(3) and 4958.

## ARTICLE II BOARD OF TRUSTEES

2.1 Powers, Numbers, Classes, Vacancies and Term of Office. The property and affairs of the Foundation shall be managed and controlled by its Board of Trustees, and subject to the restrictions imposed by law, the Foundation's Articles of Incorporation and any amendments thereto, these Bylaws and any amendments thereto, or the Policies and Procedures currently adopted by the Board, the Board shall exercise all of the powers of the Foundation.

The Board shall be divided into two classes: Affiliated Trustees and Unaffiliated Trustees. Members of the Board of Trustees are sometimes referred to hereinafter individually as a "Trustee" and collectively as "Trustees." References to a "Trustee" or "Trustees" in the Bylaws shall include those individuals serving as either Affiliated Trustees or Unaffiliated Trustees unless there is a specific provision to the contrary.

The number of Trustees which shall constitute the entire Board of Trustees shall not be less than thirteen (13), and, at all times, there shall be more Unaffiliated Trustees than there are Affiliated Trustees.

A Trustee shall hold office until her respective death, resignation, expiration of term of office or removal as hereinafter provided. With respect to a Trustee whose term of office has expired, such Trustee shall continue to hold office as a Trustee until her successor shall have been duly elected and qualified.

2.2 Affiliated Trustees. The number of Affiliated Trustees shall be two (2). The Affiliated Trustees shall be those persons who are serving at that time in the following offices of the Association: (i) President and (ii) President Elect. The fact that an Affiliated Trustee occupies an officer position in the Association does not mean that she shall occupy the same officer position in the Foundation. The persons who are to serve as officers of the Foundation shall be determined in accordance with the provisions of Article III of these Bylaws.

2.3 Unaffiliated Trustees. The number of Unaffiliated Trustees shall be not less than eleven (11) or more than twenty five (25). The number of Unaffiliated Trustees may be increased by affirmative action of a majority of all Trustees. Except for the Vice President, each Unaffiliated Trustee shall serve for a three (3) year term, commencing with the date of her election and ending with the date of the third Annual Meeting (as hereinafter defined) held after the initial election of such Unaffiliated Trustee. The Vice President shall serve a four (4) year term, two years as Vice President and two years as President commencing with the date of her election and ending with the date of the fourth Annual Meeting (as hereinafter defined) held after the initial election of such Unaffiliated Trustee. The terms of the Unaffiliated Trustees shall be "staggered," with the intent that no more than six (6) Unaffiliated Trustees are elected each year. Any vacancy occurring in the office of an Unaffiliated Trustee, whether by increase in the number of Trustees or otherwise, shall be filled by the affirmative vote of a majority of the remaining Trustees then in office, though less than a quorum of the Board of Trustees. No Unaffiliated Trustee may be elected for a consecutive term as an Unaffiliated Trustee unless they are elected to an officer position, in which case they may be elected to serve for the duration of this officer position; however, any Unaffiliated Trustee may be re-elected after a one-year absence from the Board. An Unaffiliated Trustee shall be a member in good standing of the Association.

2.4 Removal. Any trustee elected or appointed by the Board of Trustees may be removed with or without cause by majority vote of the Board of Trustees whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a trustee shall not of itself create contract rights.

2.5 Annual Meetings. The Annual Meeting of the Board of Trustees shall be held at such time and place as shall be designated by resolution of the Board, for the purpose of (i) electing officers for the ensuing year, (ii) electing Unaffiliated Trustees, and (iii) transacting such other business as may be properly brought before such Annual Meeting. Notice of the Annual Meeting shall be required.

2.6 Regular Meetings. Regular Meetings of the Board of Trustees shall be held at such times and places as shall be designated from time to time by resolution of the Board of Trustees. Notice of Regular Meetings shall be required.

2.7 Special Meetings. Special meetings of the Board of Trustees shall be held whenever called by (i) the President, or (ii) on the written request of a majority of all Trustees, by the Secretary. Notice of Special Meetings shall be required.

2.8 Notice of Meetings. The Secretary shall give notice of the time and place of each Annual, Regular and Special Meeting to each Trustee in person, by regular mail, by electronic mail, by telephone, by text, or by facsimile, at least two (2) days before such meeting. Unless otherwise indicated in such notice, any and all matters pertaining to the Foundation's purposes may be considered and acted upon at such meeting. At any such meeting at which every Trustee shall be present even though without notice, any matter pertaining to the Foundation's purposes may be considered and acted upon.

2.9 Telephonic or Electronic Meetings. Subject to the notice provisions of Section 2.8, the Board of Trustees may participate in and hold an Annual Meeting, a Regular Meeting or a Special Meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear or communicate with each other. Participation in such a telephonic or electronic meeting shall constitute presence in person at such meeting, except where a person participates in the telephonic or electronic meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

2.10 Quorum and Validity of Acts. Two-thirds (2/3) of the then serving members of the Board of Trustees shall constitute a quorum for the consideration of any matters pertaining to the Foundation's purposes. Trustees present by proxy may not be counted toward a quorum. If at any meeting of the Board of Trustees there is less than a quorum present, a majority of those present may adjourn the meeting to another time without the necessity of notice as required pursuant to Section 2.8 of the Bylaws from time to time. The act of a majority of the Trustees present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, the Articles of Incorporation, or the Bylaws. Between

meetings, e-mail voting may be allowed provided that the action is ratified at the next meeting. In order for an e-mail vote to be valid, votes must be cast by a majority of the trustees then in office.

2.11 Proxies. A Trustee may vote in person or by proxy executed in writing by the Trustee. A proxy may only be executed for one or more specific voting items, and shall only be valid for three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

2.12 Conduct of Business. At meetings of the Board of Trustees, matters pertaining to the Foundation's purposes shall be considered in such order as the Board of Trustees may determine from time to time.

At all meetings of the Board of Trustees, the President shall preside, and in the absence of the President, the Vice President shall preside, and in the absence of the Vice President, a chairman shall be chosen by the Board of Trustees from among the other officers present.

The Secretary of the Foundation shall act as secretary of all meetings of the Board of Trustees, but in the absence of the Secretary, the chairman may appoint any person to act as secretary of the meeting.

2.13 Advisory Trustees. The Board of Trustees may name Advisory Trustees, individuals who, because of their experience and familiarity with the Foundation's activities, are in the Board of Trustees' judgment qualified to advise with respect to the Foundation's activities. Advisory Trustees shall serve for a term of one (1) year or such longer term as may be fixed by the Board of Trustees. The number of members of the Advisory Trustees shall be fixed from time to time by the Board of Trustees. Advisory Trustees may include the past President of the Foundation and current Fundraising Chairs. The officers and Trustees of the Foundation may consult with the Advisory Trustees from time to time with respect to the Foundation's activities, but the Advisory Trustees shall have no responsibility for the management of the Foundation's affairs. Advisory Trustees shall not receive any salary or compensation for their services as Advisory Trustees, provided, however, an Advisory Trustee may receive compensation which is not excessive for personal services (rendered in other than an "Advisory Trustee" capacity) which are reasonable and necessary in carrying out the Foundation's purposes.

### ARTICLE III OFFICERS

3.1 Number, Titles and Term of Office. The officers of the Foundation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Trustees may from time to time elect or appoint, and such other officers and assistant officers shall have such authority and responsibility as assigned to them by the Board of Trustees. One person may not hold more than one office in the Foundation at any given time. The term of office for each officer shall commence with the date of her election to such office and shall end on the date of the next succeeding Annual Meeting at which officers are elected. In any event, a duly-elected officer shall serve in the office to which she is elected until her successor has been duly elected and qualified.

3.2 Removal. Any officer or agent or member of a committee elected or appointed by the Board of Trustees may be removed with or without cause by majority vote of the Board of Trustees whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent or member of a committee shall not of itself create contract rights.

3.3 Vacancies. Any vacancy occurring in any office of the Foundation may be filled by the Board of Trustees, upon recommendation from the Nominating Committee.

3.4 Powers and Duties of the President. The President shall be the chief executive officer of the Foundation. Subject to the control of the Board of Trustees, the President:

(i) Shall have general executive charge, management and control of the properties, business and operations of the Foundation with all such powers as may be reasonably incident to such responsibilities;

(ii) Shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness and other obligations in the name of the Foundation subject to the approval of the Board of Trustees;

(iii) Shall preside at all meetings of the Board of Trustees; and

(iv) Shall have such other powers and duties as may be designated in the Bylaws and as may be assigned to her from time to time by the Board of Trustees.

3.5 Powers and Duties of the Vice President. Unless otherwise provided in the Bylaws, the Vice President shall have such powers and duties as may be assigned to her by the Board of Trustees. In the event of death, absence or resignation of the President or the President's inability to perform the duties of her office, the performance of the President's duties shall be undertaken by the Vice President. The Vice President shall perform these duties until such time as is reasonable for the Board of Trustees to hold a special election to fill the position of President. If the Vice President is elected to serve out the existing term as the new President, then another officer shall be elected to fill the now vacant position of Vice President for the remainder of the term.

Any action taken by the Vice President in the performance of the duties of the President pursuant to the provisions of this Section 3.5 shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

3.6 Powers and Duties of the Treasurer. The Treasurer:

(i) Shall have custody of all of the Foundation's funds and securities which come into her hands;

(ii) May endorse (or cause to be endorsed) in the name and on behalf of the Foundation, checks, notes and other obligations for collection when necessary or

proper and shall deposit (or cause to be deposited) the same to the credit of the Foundation in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board of Trustees;

(iii) May sign or cause to be signed all receipts and vouchers for payments made to the Foundation, either alone or jointly with such other officer or officers as may be designated by the Board of Trustees;

(iv) Shall render (or cause to be rendered) a statement of the cash account whenever required by the Board of Trustees;

(v) Shall enter (or cause to be entered) regularly in the Foundation's books kept for that purpose full and accurate accounts of all moneys received and paid out on account of the Foundation;

(vi) Shall, subject to the direction and control of the Board of Trustees, disburse Foundation funds as necessary with respect to the fundraising events conducted by the Foundation;

(vii) Shall perform all acts incident to the position of Treasurer subject to the control of the Board of Trustees; and

(viii) Shall, if required by the Board of Trustees, give such bond for the faithful discharge of her duties in such form as the Board of Trustees may require, which cost shall be paid by Foundation.

3.7 Powers and Duties of the Secretary. The Secretary:

(i) Shall keep the minutes of all meetings of the Board of Trustees in books provided for that purpose;

(ii) Shall attend to the giving and serving of all notices;

(iii) May sign at the written request of the President or the Board of Trustees in the name and on behalf of the Foundation and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Foundation in furtherance of the Foundation's purposes and subject to the limitations contained in the Articles of Incorporation;

(iv) Shall have charge of the Foundation's books, records, documents and instruments, except for the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Trustees may direct, all of which shall be open at reasonable times to the inspection of any Trustee upon application at the Foundation's office during business hours; and

(v) Shall, in general, perform all duties incident to the office of Secretary subject to the control of the Board of Trustees.

## ARTICLE IV COMMITTEES

4.1 Philanthropy Committee. Subject to the ultimate direction and control of the Board of Trustees, the Philanthropy Committee shall be responsible for recommendations to the Board with respect to the disbursement of funds from the various fundraising events conducted by the Foundation, but shall not exercise the authority of the Board of Trustees with respect to such disbursements.

4.2 Executive Committee. Subject to the ultimate direction and control of the Board of Trustees, the Executive Committee shall be comprised of the President, Vice President, Secretary and Treasurer of the Foundation, and shall be responsible for the daily management of the Foundation, but shall only exercise the authority of the Board of Trustees with respect to such management to the extent expressly authorized by the Board.

4.3 Nominating Committee. There shall be a Nominating Committee, subject to the ultimate direction and control of the Board of Trustees, the duties of which shall be outlined in the Policies and Procedures.

4.4 Finance Committee. There shall be a Finance Committee, subject to the ultimate direction and control of the Board of Trustees, the duties of which shall be outlined in the Policies and Procedures.

4.5 Other Committees. The Board of Trustees may designate one or more additional committees, and such additional committee or committees shall have and exercise the authority of Board of Trustees in the management of the Foundation to the extent and only to the extent provided in the resolution establishing such committee. With respect to any committee having and exercising the authority of the Board of Trustees, each such committee shall consist of two or more persons, the chairman of which is a Trustee. The establishment of a committee and exercising the authority of the Board of Trustees shall not relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it or her by law. The Board of Trustees may also establish other committees not having and exercising the authority of the Board of Trustees and the members of any such committees need not be limited to Trustees.

## ARTICLE V INDEMNIFICATION OF TRUSTEES AND OFFICERS

Subject to the restrictions and limitations of Code §§ 501(c)(3) and 4958 of the Internal Revenue Code of 1986, the Foundation shall indemnify its officers and Trustees (or former officers and Trustees) to the fullest extent allowed under the Texas Business Organizations Code.

## ARTICLE VI AMENDMENTS

The Articles of Incorporation and these Bylaws may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the then serving members of the Board of Trustees at any Annual or Regular Meeting, or at any Special Meeting if notice of the proposed amendment is contained in the notice of such Special Meeting.

## ARTICLE VII MISCELLANEOUS PROVISIONS

7.1 Fiscal Year. The Foundation's fiscal year shall end on April 30th.

7.2 Notice and Waiver of Notice. Whenever any notice is required to be given by mail under the provisions of the Bylaws, such notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at her post office address, as such appears in the records of the Foundation, and such notice shall be deemed to have been given on the date of such mailing. Notice may also be given in person, by electronic mail, by telephone, by text or by facsimile. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

7.3 Resignations. Any Trustee or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

7.4 Action Without a Meeting by Trustees or Committees. Any action required by law or the Bylaws to be taken at a meeting of the Board of Trustees or any action which may be taken at a meeting of the Board of Trustees or of any committee thereof may be taken without such a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Trustees, or all of the members of the committee, as the case may be.

## ARTICLE VIII DISCLOSURE OF INTERESTS

As to any matter brought for a vote before the Board of Trustees or any committee of the Foundation authorized by these bylaws, each Trustee or committee member must make a full and fair disclosure to the Board or committee of any direct or indirect involvement such Trustee or committee member has in the matter being considered, aside from their interest as a Trustee in the Foundation.

Any interested Trustee or committee member may not vote on such matter, and such matter must be approved by disinterested Trustees or committee members. The Board shall develop a written Conflict of Interest policy that shall be signed annually by all Trustees.

ARTICLE IX  
DISSOLUTION

Upon the dissolution of the Foundation, its net assets shall be distributed exclusively to one or more charitable organizations described in Code §§ 501(c)(3) and 509(a)(1),(2), or (3), and/or one or more governmental units described in Code §§ 170(b)(1)(A)(v), 170(c)(1), and 509(a)(1), as selected in the sole discretion of the Board of Trustees, with such funds (i) primarily supporting charitable organizations involved in offering rehabilitation which meet the established criteria of the Foundation, and (ii) used primarily in the greater Houston area.

CERTIFICATE

I, JULIA DEWALCH, hereby certify that I am the President of THE KAPPA KAPPA GAMMA CHARITABLE FOUNDATION OF HOUSTON, a Texas nonprofit corporation, and that attached hereto is a true and correct copy of the Amended Bylaws of the Foundation, which bylaws have not been amended, modified, or revoked, and are in full force and effect on the date hereof.

Julia Dewalch  
JULIA DEWALCH, President

4/25/2022  
Date

HISTORY OF BYLAWS

1. Original Bylaws - Adopted August 6, 1980.
2. Amended Bylaws - Adopted November 2, 1988.
3. Amended Bylaws - Adopted June 18, 2001.
4. Amended Bylaws – Adopted November 26, 2007
5. Amended Bylaws - Adopted April 22, 2013
6. Amended Bylaws – Adopted September 28, 2015
7. Amended Bylaws – Adopted October 23, 2017
8. Current Amended Bylaws – Adopted April 25, 2022