

BYLAWS OF SAMSOG EDUCATION FOUNDATION, INC.

The SAMSOG Education Foundation, Inc. strives to support land surveying education programs throughout the State of Georgia by providing support of: (1) educational programs to current land surveying professionals and other persons interested in or connected to such profession; (2) financial and other assistance to persons interested in becoming a land surveying professional; and (3) educational, financial and other assistance to other educational organizations in order to promote the land surveying profession.

The SAMSOG Education Foundation, Inc. was created and is supported by The Surveying and Mapping Society of Georgia, Inc. The Foundation is a non-profit corporation incorporated and existing under the laws of Georgia.

**BYLAWS
OF
SAMSOG EDUCATION FOUNDATION, INC.**

ARTICLE I – DEFINITIONS

In these Bylaws, unless otherwise provided, the following terms shall have the following meanings:

(1) "Act" means the Georgia Nonprofit Corporation Code as codified in Chapter 3 of Title 14 of the Official Code of Georgia, as amended from time to time.

(2) "Articles of Incorporation" means the Corporation's Articles of Incorporation, as amended from time to time.

(3) "Code" means the United States Internal Revenue Code of 1986, as amended, and references to "Sections" of the "Code" are also be references to the corresponding provisions of any subsequent United States tax laws.

(5) "Corporation" or "Foundation" means the SAMSOG EDUCATION FOUNDATION, INC.

(6) "Emergency" means a catastrophic event which prevents a quorum of the Board of Directors from being readily assembled.

(7) "SAMSOG" means The Surveying and Mapping Society of Georgia, Inc., a Georgia nonprofit corporation.

Unless the context otherwise requires, any other terms used in these Bylaws have the meaning assigned to them throughout, or in the Act to the extent defined therein, as applicable.

ARTICLE II – OFFICES

2.1 Principal Office. The principal mailing address of the Corporation is P.O. Box 778, Douglasville, Georgia, 30133, or at such other place as may be determined from time to time by the Board of Directors.

2.2 Registered Office. The registered office of the Corporation will be as provided for in the Articles of Incorporation of the Corporation as amended by the Board of Directors from time to time.

2.3 Other Offices. The Corporation may have offices at such other places, either within or without the State of Georgia, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

ARTICLE III – PURPOSES AND POLICIES

3.1 Purposes. The purposes for which the Corporation is organized are:

(a) To support land surveying and mapping educational programs throughout the State of Georgia through the provision of:

- (i) Educational programs to current land surveying professionals and other persons interested in or connected to such profession;
- (ii) Financial and other assistance to persons interested in becoming a land surveying professional; and
- (iii) Educational, financial and other assistance to other educational organizations in order to promote the land surveying profession.

(b) To exercise all powers necessary to or reasonably connected with and related to the Corporation's purpose that may be legally exercised by non-profit corporations under the Act;

(c) Notwithstanding anything to the contrary herein, to qualify and maintain its status as a tax-exempt organization under Section 501(c)(3) of the Code, being operated exclusively for educational, scientific and charitable purposes; and

(d) To engage in all activities necessary, customary, convenient or incident to the foregoing purposes.

3.2 Policies. The fundamental policies of the Corporation are as follows:

(a) No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered to it, and to make payments and distributions in furtherance of the purposes set forth in Section 3.1 above.

(b) No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) The Corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Sections 501(c)(3) and 501(a) of the Code, or (ii) a corporation contributions to which are deductible under Sections 170(c), 2055, and 2522 of the Code.

(d) At any time when the Corporation is a private foundation as defined in Section 509 of the Code:

- (i) The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code.

- (ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (iv) The Corporation shall not make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code.
- (v) The Corporation shall not make any taxable expenditure as defined in section 4945(d) of the Code.

(e) The Corporation shall not engage in any activities that are not in furtherance of the purposes specified in Section 3.1 above.

(f) The Corporation shall not operate to support or benefit any organization other than SAMSOG.

(g) The Corporation shall not be controlled within the meaning of Section 509(a)(3)(C) of the Code, by disqualified persons within the meaning of Section 4946 of the Code, other than foundation managers and other than a Code section 501(c)(6) organization which would be described in Code section 509(a)(2) if it were an organization described in Code section 501(c)(3) pursuant to Treasury Regulations section 1.509(a)-4(k).

ARTICLE IV – MEMBERSHIP

The sole member of the Corporation will be SAMSOG.

ARTICLE V – BOARD OF DIRECTORS

5.1 General Powers. All corporate powers will be exercised by or under the authority of, and the business and affairs of the Corporation will be managed under the direction of, its Board of Directors.

5.2 Limitation on Powers. Without SAMSOG's prior written approval, the directors shall not authorize the dissolution or merger of the Corporation or the sale, pledge or transfer of all or substantially all of the Corporation's assets.

5.3 Membership/Number of Directors. The membership of the Board of Directors will include not less than three (3) and not more than nine (9) directors nominated by the President of SAMSOG and approved by the Board of Directors of SAMSOG.

5.4 Qualifications of Directors. The members of the Board of Directors of the Corporation will be individuals of good reputation and high integrity with an interest in the purposes of the Corporation. All directors will be at least eighteen (18) years of age. A Director need not be a resident of the State of Georgia. Not more than a minority of the directors of the Corporation may be officers of directors of SAMSOG.

5.5 Term of Directors. The term of a director shall be for three (3) years with the exception of the Initial Directors, whose terms are more specifically set forth below. Each term shall commence with the beginning of the Annual Meeting of the Board of Directors next following the director's election and shall continue until such director's death, resignation, retirement, removal,

disqualification or until a successor to such directorship is duly elected and takes office in accordance with these Bylaws. The term of each director will expire immediately prior to the Annual Meeting of the Corporation's Board of Directors in the year in which such term is scheduled to expire. The terms of the directors shall be staggered, such that approximately one-third (1/3) of the directors' terms expire each year. No director may serve as a director for more than three (3) terms, except that a director may serve for more than three (3) terms if one or more of those terms is not a full three-year term. Notwithstanding the expiration of a director's term, such director will continue to serve until a successor is qualified.

5.6 Initial Directors. The Initial Directors of the Corporation shall consist of five (5) persons, who are:

<u>Name</u>	<u>Term Expires</u>
Don Hutchins	2015 Annual Meeting
Trent Turk	2016 Annual Meeting
Al Vedder	2016 Annual Meeting
Mark Russell	2017 Annual Meeting
Greg Johnson	2017 Annual Meeting

5.7 Nomination and Election of Directors. Directors, other than the Initial Directors, must be nominated annually by the President of SAMSOG and approved by the Board of Directors of SAMSOG. Notwithstanding the foregoing, no person may be nominated or elected as a director of the Corporation if the election of such person would result in more than a minority of the Corporation's directors being disqualified persons (other than foundation managers) within the meaning of Section 4946 of the Code, or otherwise cause the Corporation to be controlled, directly or indirectly, within the meaning of Section 509(a)(3)(C) of the Code, by disqualified persons other than foundation managers and other than a Code section 501(c)(6) organization which would be described in Code section 509(a)(2) if it were an organization described in Code section 501(c)(3) pursuant to Treasury Regulations Section 1.509(a)-4(k).

5.8 Resignation. A director may resign at any time by communicating his resignation to the Board of Directors, its presiding officer, or to the Corporation. A resignation is effective when it is communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

5.9 Removal. If, in the opinion of the SAMSOG Board of Directors, a director is not serving the best interests of the Corporation, the SAMSOG Board may remove the director. A two-thirds (2/3) majority of votes cast by the SAMSOG Board of Directors shall be required for such removal. The Board of Directors of the Corporation shall not have any right or power to remove a director from office.

5.10 Vacancies. Any vacancy occurring among the members of the Board of Directors, including, without limitation, a vacancy resulting from the death, resignation, retirement or removal of a director, or from an increase in the number of directors, must be filled by the appointment by SAMSOG's Board of Directors to serve until a successor is duly elected by the SAMSOG Membership in a special election and takes office at the next Annual Meeting of the Board of Directors. Such special election will be conducted in conjunction with the next regular election for directors. A director elected to fill a vacated term will serve only for the remaining vacated term unless reelected as provided in these Bylaws

5.11 Compensation of Directors. Directors will not receive any salary for their services, but may receive reimbursement of reasonable expenses incurred by them on behalf of the Corporation after approval of the Board of Directors.

ARTICLE VI – MEETINGS OF DIRECTORS

6.1 Annual and Regular Meetings. The Annual Meeting of the Board of Directors will be held at any time during or surrounding the SAMSOG Annual Meeting. The Board of Directors will conduct three (3) quarterly Regular Meetings at a time and place determined by the Board of Directors.

6.2 Special Meetings. Special meetings of the Board of Directors may be called only by or at the request of the President by written notice to each director. The President must call a special meeting upon written notice from any three (3) directors requesting such meeting. Such meetings may be held either within or outside the State of Georgia, as fixed by the person or persons calling the meeting.

6.3 Notice of Meetings. Notice of the Annual and Regular meetings of the Board of Directors will be given at least thirty (30) days prior to the meeting by any usual means of communication, including by telephone, mail, private carrier, facsimile transmission, or other form of wire or wireless communication. The person or persons calling a special meeting of the Board of Directors will, except as provided below, at least five (5) days before the meeting, give notice of the meeting as specified for the Annual and Regular meetings. Such notice may be oral and need not specify the purpose for which the meeting is called unless required by the Act, the Articles of Incorporation or these Bylaws; provided, however, that in the case of a meeting at which an amendment to the Articles of Incorporation or these Bylaws is to be considered, written notice of the meeting and such purpose must be mailed to each director at least five (5) days in advance of the meeting.

6.4 Waiver of Notice. Any director may waive notice of any meeting before or after the date and time stated in the notice. The waiver must be in writing, signed by the director entitled to the notice and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to him unless the director at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

6.5 Quorum. A majority of the number of directors entitled to vote and in office immediately before the meeting begins will constitute a quorum for the transaction of business at any meeting of the Board of Directors.

6.6 Manner of Acting. The affirmative vote of a majority of the directors entitled to vote present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a different vote is required by the Act, the Articles of Incorporation or these Bylaws.

6.7 Presumption of Assent. A director of the Corporation entitled to vote who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (i) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting business at the meeting; (ii) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) he files written notice of his dissent or abstention with the presiding officer of the meeting before its adjournment or with the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

6.8 Participation in Meetings. Any or all of the directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting.

6.9 Action Without Meeting. Action which may be taken at a Board of Directors meeting

may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records. Such action is effective when the last director signs the consent, unless the consent specifies a different effective date.

6.10 Committees. The Board of Directors may create an executive committee and other committees of the Board, each of which shall have at least two (2) members and may include such number of non-directors as approved by the Board of Directors. No more than a minority of the members of any such committee shall be disqualified persons (other than foundation managers) within the meaning of Section 4946 of the Code. The creation of a committee and the appointment of members to it must be approved by a majority of all the directors in office who are entitled to vote when the action is taken. Each committee may, as specified by the Board of Directors, exercise some or all of the authority of the Board except that a committee may not: (i) authorize distributions; (ii) recommend or approve dissolution or merger of the Corporation or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (iii) fill vacancies on any committees; or (iv) adopt, amend, or repeal the Articles of Incorporation or these Bylaws. The provisions of Article VI, which govern meetings of the Board of Directors, shall likewise apply to meetings of any committee of the Board. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him by law.

ARTICLE VII – OFFICERS

7.1 Officers of the Corporation. The officers of the Corporation will consist of a President, a Vice President a Secretary, a Treasurer, and such other Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other officers as the Board of Directors may from time to time appoint. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

7.2 Qualifications and Election of Officers. All officers shall be directors of the Corporation. The officers of the Corporation will be elected by a majority vote of the Board of Directors at the Annual Meeting of the Corporation. All elections will be conducted by written ballot.

7.3 Term of Officers. The term of all officers shall be for one (1) year. Each term will begin immediately upon election and will continue until a successor to such office is duly elected.

7.4 Compensation of Officers. Officers will not receive any compensation for their services, but may receive reimbursement of reasonable expenses incurred by them on behalf of the Corporation after approval of the Board of Directors.

7.5 Removal. If, in the opinion of the Corporation's Board of Directors, an officer is not serving the best interests of the Corporation, the Board may remove the officer. A two thirds (2/3) majority of votes cast shall be required for removal. Before any vote for removal of an officer is allowed, the officer subject to removal will be allowed to be heard and present evidence why he should not be removed.

7.6 Resignation. An officer may resign at any time by communicating his resignation to the Corporation, orally or in writing. A resignation is effective when it is communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date that is accepted by the Corporation, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. An officer's resignation does not affect the Corporation's contract rights, if any, with the officer.

7.7 Bonds. The Board of Directors may by resolution require any officer, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

7.8 President. The President will be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors and any executive committee of the Board of Directors. He will have the authority to sign any contracts, deeds, mortgages, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution of such contracts or instruments will be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general he will perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

7.9 Vice Presidents. In the absence of the President or in the event of his death, inability or refusal to act, the Vice Presidents in the order of their length of service as Vice Presidents, unless otherwise determined by the Board of Directors, will perform the duties of the President, and when so acting will have all the powers of and be subject to all the restrictions upon that office. Any Vice President may sign contracts, deeds, mortgages, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution of such documents or instruments will be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Corporation or will be required by law to be otherwise signed or executed. A Vice President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

7.10 Secretary. The Secretary shall: (i) keep the minutes of the meetings of the Board of Directors and of all committees of the Board in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (iv) maintain and authenticate the books and records of the Corporation; attest the signature or certify the incumbency or signature of any officer of the Corporation; and, in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or the Board of Directors.

7.11 Assistant Secretaries. In the absence of the Secretary or in the event of his death, inability or refusal to act, the Assistant Secretaries in the order of their length of service as Assistant Secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting will have all the powers of and be subject to all the restrictions upon the Secretary. They will perform such other duties as may be assigned to them by the Secretary, the President, or the Board of Directors.

7.12. Treasurer. The Treasurer shall: (i) have charge and custody of and be responsible for all funds and securities of the Corporation; (ii) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in accordance with the provisions of Section 8.4 below; (iii) maintain appropriate accounting records as required by law; (iv) prepare, or cause to be prepared, an annual financial statement in accordance with Section 10.2; and (v) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may

be assigned to him by the President or the Board of Directors.

7.13. Assistant Treasurer. In the absence of the Treasurer or in the event of his death, inability or refusal to act, the Assistant Treasurers, in the order of their length of service as Assistant Treasurer, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting will have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be assigned to them by the Treasurer, the President, or the Board of Directors.

ARTICLE VIII – CONTRACTS, LOANS, CHECKS AND DEPOSITS

8.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

8.2 Loans. No loans will be contracted on behalf of the Corporation and no evidences of indebtedness will be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

8.3 Checks and Drafts. All checks, drafts or other orders for payment of money, issued in the name of the Corporation, will be signed by such officer or officers, agent or agents of the Corporation and in such manner as will from time to time be determined by resolution of the Board of Directors.

8.4 Deposits. All funds of the Corporation not otherwise employed will be deposited from time to time to the credit of the Corporation in such depositories as maybe selected by or under the authority of the Board of Directors.

ARTICLE IX – INDEMNIFICATION

9.1 Right to Indemnification. Any person who at any time serves or has served as a director or officer of the Corporation, or at the request of the Corporation is or was serving as an officer, director, agent, partner, trustee, administrator, or employee for any other foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, will be indemnified by the Corporation to the fullest extent permitted by law in the event he is made, or is threatened to be made, a party to any threatened, pending or completed civil, criminal, administrative, investigative or arbitratve action, suit or proceeding and any appeal therein (and any inquiry or investigation that could lead to such action, suit or proceeding), whether or not brought by or on behalf of the Corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity. The Corporation shall not, however, indemnify any person against liability or expenses the person may incur on account of his activities which were, at the time taken, known or believed by the person to be clearly in conflict with the best interests of the Corporation, or if the person received an improper personal benefit. In addition, at any time when the Corporation is a private foundation as defined in Section 509 of the Code, the Corporation shall not indemnify any person against liability or expenses the person may incur on account of his activities if such indemnification would be a taxable expenditure under Section 4945 of the Code or constitute an act of self-dealing under Section 4941 of the Code. The Board of Directors may provide such lawful indemnification for the employees and agents of the Corporation as it deems appropriate and as are consistent with the restrictions expressed in this Section 9.1.

The rights of those receiving indemnification hereunder will, to the fullest extent from time to time permitted by law, cover (i) reasonable expenses, including without limitation all attorneys' fees actually and necessarily incurred by him in connection with any such action, suit or proceeding, (ii) all

reasonable payments made by him in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which he may have become liable in such action, suit or proceeding; and (iii) all reasonable expenses incurred in enforcing the indemnification rights provided herein.

Expenses incurred by anyone entitled to receive indemnification under this Section 9.1 in defending a proceeding may be paid by the Corporation in advance of the final disposition of such proceeding as authorized by the Board of Directors in the specific case or as authorized or required under any provisions in these Bylaws or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of such person to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the Corporation against such expenses.

9.2 Payment of Indemnification. The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Article IX, including without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.

9.3 Binding and Nonexclusive. Any person who at any time after the adoption of this Article IX serves or has served in any of the described capacities for or on behalf of the Corporation will be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Any repeal or modification of these indemnification provisions will not affect any rights or obligations existing at the time of such repeal or modification. The rights provided for herein will inure to the benefit of the legal representatives of any such person and will not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Bylaw.

ARTICLE X – GENERAL PROVISIONS

10.1 Seal. The corporate seal of the Corporation will consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed "CORPORATE SEAL" or "SEAL;" and such seal, as impressed or affixed on the margin hereof; is hereby adopted as the corporate seal of the Corporation.

10.2 Records and Reports. All of the Corporation's records will be maintained in written form or in another form capable of conversion into written form within a reasonable time.

(a) The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken on behalf of the Corporation by a committee of the Board of Directors in place of the Board of Directors. The Corporation shall maintain appropriate accounting records.

(b) The Corporation shall keep a copy of the following records at its principal office: (i) the Articles of Incorporation and all amendments to them currently in effect; (ii) these Bylaws and all amendments to them currently in effect; (iii) resolutions adopted by its Board of Directors; (iv) the annual financial statements described below, prepared during the past three (3) years; and (v) a list of the names and business addresses of its current directors and officers.

(c) The Corporation shall prepare, or cause to be prepared, and maintain at least three (3) years annual financial statements for the Corporation that include a balance sheet as of the end of the fiscal year and statement of operations for that year. The financial statements may be prepared for the

Corporation on the basis of generally accepted accounting principles or on such other basis as the Treasurer may deem reasonable.

10.3 Audits. The books and all other financial records of the affairs of the corporation will be audited annually by a certified public accountant qualified to make such an audit, the auditor to be selected by the Board of Directors. The Corporation shall prepare and deliver to SAMSOG a copy of the audited financial statements for the Corporation at the Annual Meeting held by SAMSOG each year.

10.4 Fiscal Year. The fiscal year of the Corporation will be from July 1st to June 30th of the following year unless otherwise fixed by the Board of Directors.

10.5 Amendments. These Bylaws may only be amended or repealed by the affirmative vote of a two-thirds (2/3) majority vote of the Corporation's Board of Directors and with the prior written consent of the SAMSOG Board of Directors.

10.6 Emergencies. In anticipation of or during an Emergency, the Board of Directors may: (a) modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and (b) relocate the principal office, designate alternative principal or regional offices, or authorize the officers to do so.

During an Emergency: (i) notice of a meeting of the Board of Directors need be given only to those directors whom it is practicable to reach and may be given in any practicable manner, including by publication and radio; and (ii) one or more officers present at a meeting of the Board of Directors may be deemed to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

10.7. Severability. Should any provision of these Bylaws become ineffective or be declared to be invalid for any reason, such provision will be severable from the remainder of these Bylaws and all other provisions of these Bylaws will remain in full force and effect.

The Secretary of the Corporation certifies that the foregoing are a true and complete copy of the Bylaws of the Corporation approved by the Corporation's Board of Directors on Jan. 23, 2014.

By: 

Name: Greg Johnson

Its: Secretary