

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

ARTICLE I. DEFINITIONS

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

(1) "Act" shall mean the North Carolina Nonprofit Corporation Act as codified in Chapter 55A of the North Carolina General Statutes and as amended from time to time;

(2) "Articles of Incorporation" shall mean the Corporation's Articles of Incorporation, including amended and restated Articles of Incorporation and Articles of Merger;

(3) "NCSS" shall mean The North Carolina Society of Surveyors, Inc., a North Carolina nonprofit corporation;

(4) "Code" shall mean the United States Internal Revenue Code of 1986, as amended, and references to "Sections" of the "Code" shall also be references to the corresponding provisions of any subsequent United States tax laws;

(5) "Corporation" shall mean the NCSS Education Foundation, Inc.;

(6) "Distribution" shall mean a direct or indirect transfer of money or other property or incurrence of indebtedness by the Corporation to or for the benefit of its directors or officers, or to or for the benefit of transferees in liquidation under Article 14 of the Act (other than creditors);

(7) "Emergency" shall mean a catastrophic event which prevents a quorum of the Board of Directors from being readily assembled.

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

ARTICLE II. OFFICES

Section 1. Principal Office: The principal office of the Corporation shall be located at 410 Oberlin Road, Suite 304, Raleigh, Wake County, North Carolina 27605, or at such other place as may be determined from time to time by the Board of Directors.

Section 2. Registered Office: The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 3. Other Offices: The Corporation may have offices at such other places, either within or without the State of North Carolina, 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

Section 1. Purposes: The purposes for which the Corporation is organized are:

(a) 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, as being operated exclusively for religious, charitable, literary or educational purposes; and

(b) To support and at all times hereafter to operate exclusively to carry out the purposes of The North Carolina Society of Surveyors, Inc.

Section 2. Policies: The fundamental policies of the Corporation shall be:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 of this Article.

(b) No substantial part of the activities of the Corporation shall 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 expenditures 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 1 of this Article.

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

(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 Corporation shall have no members.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers: All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its Board of Directors.

Section 2. Limitation on Powers: Without NCSS'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.

Section 3. Membership / Number of Directors: The membership of the Board of Directors shall include nine (9) directors elected by the members of NCSS in accordance with the provisions of this Article V. Membership on the Board of Directors shall be divided into three (3) separate categories of directors as follows: (i) Regular Directors, (ii) Sustaining Directors, and (iii) Public Directors. Each director shall be classified as representing one of these three categories such that the Board of Directors shall at all times have seven (7) Regular Directors, one (1) Sustaining Director, and (1) Public Director.

Section 4. Qualifications of Directors: The members of the Board of Directors of the Corporation shall be individuals of good reputation and high integrity with an interest in the purposes of the Corporation. All directors shall be at least eighteen (18) years of age. A Director need not be a resident of the State of North Carolina. In addition, each director must satisfy the following individual qualification requirements applicable to the specific category of director which they represent:

(a) *Regular Director.* A Regular Director shall hold a current or retired certificate of licensure as a Professional Land Surveyor and shall be a Regular or Life Member of NCSS, in good standing.

(b) *Sustaining Director.* A Sustaining Director shall be a person involved in supplying products or services to the surveying profession, and shall be employed by a Sustaining Member of NCSS, in good standing. A Sustaining Director may, but need not, hold a current or retired certificate of licensure as a Professional Land Surveyor.

(c) *Public Director.* A Public Director shall be a person whose charitable, professional, business, and/or educational experience indicates they may be able to provide substantial assistance to the Corporation in meeting its purposes, in the opinion of the membership of NCSS. A Public Director may, but need not, hold a current or retired certificate of licensure as a Professional Land Surveyor.

Section 5. Nomination and Election of Directors: Directors, other than the Initial Directors and their immediate successors, shall be nominated and elected annually by a majority vote of the NCSS Membership in substantially the same manner and process used to elect NCSS Officers pursuant to the NCSS Bylaws. Notwithstanding the foregoing, no person shall 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).

Section 6. Term of Directors: The term of a director shall be for three (3) years with the exception of the Initial Directors named in the Articles of Incorporation and their immediate successors named in these Bylaws. 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 Initial Directors of the Corporation were named by the incorporator in the Articles of Incorporation at the direction of the NCSS. The terms of said Initial Directors shall expire upon the adoption of these Bylaws and the qualification of the individuals named below to serve as their immediate successors. Each successor director is hereby designated as representing either a Regular Director, Sustaining Director, or Public Director for purposes of Section 4 of this Article and shall be divided into three (3) classes serving staggered terms as follows:

Term Expiring 2002

Michael D. Barr	(Regular Director)
R. Larry Greene	(Regular Director)
Carol P. Hiatt	(Sustaining Director)

Term Expiring 2003

Richard M. Benton	(Regular Director)
Charles O. Hampton Jr.	(Regular Director)
Thomas P. Dudley	(Public Director)

Term Expiring 2004

Linda D. Edmondson	(Regular Director)
John T. Furmage	(Regular Director)
Frank R. Ledford	(Regular Director)

The individuals elected by the NCSS Membership as the successors of the above named directors shall continue to be elected to staggered terms of three (3) years such that approximately one-third (1/3) of the directors are elected each year. The term of each director shall 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.

No director shall serve as a director for more than three (3) consecutive terms. However, a director may serve for more than three (3) consecutive terms if one or more of those terms is not a full three-year term, as long as the total consecutive time served as a Director is not more than ten (10) years. Despite the expiration of a director's term, such director shall continue to serve until a successor shall be qualified.

Section 7. 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.

Section 8. Removal: If, in the opinion of the NCSS Board of Directors, a director is not serving the best interests of the Corporation, the NCSS Board may remove the director. A two-thirds (2/3) majority of votes cast by the NCSS 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.

Section 9. 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, shall be filled by the appointment by NCSS's Board of Directors to serve until a successor is duly elected by the NCSS Membership in a special election and takes office at the next Annual Meeting of the Board of Directors. Such special election shall be conducted in conjunction with the next regular election for directors. A director elected to fill a vacated term shall serve only for the remaining vacated term unless reelected as provided in these Bylaws.

Section 10. Compensation of Directors: Individual directors, as such, shall 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

Section 1. Annual and Regular Meetings: The Annual Meeting of the Board of Directors shall be held at any time during or surrounding the NCSS Annual Meeting and shall be held at the same location as the NCSS Annual Meeting. The Board of Directors shall conduct three quarterly Regular Meetings at a time and place determined by the Board of Directors.

Section 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 four directors requesting such meeting. Such meetings may be held either within the State of North Carolina or any contiguous state, as fixed by the person or persons calling the meeting.

Section 3. Notice of Meetings: Notice of the Annual and Regular meetings of the Board of Directors shall 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 shall, 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.

Section 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 shall 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.

Section 5. Quorum: A majority of the number of directors entitled to vote and in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 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.

Section 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.

Section 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.

Section 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.

Section 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

Section 1. Officers of the Corporation: The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such 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.

Section 2. Qualifications and Election of Officers: All officers shall be Regular 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.

Section 3. **Term of Officers:** The term of all officers shall be two (2) years, except for the term of the initial Secretary and Treasurer and except for any temporary officers appointed by the Initial Directors. Each term shall begin immediately upon election and shall continue until a successor to such office is duly elected. The term of office of the initial President and any Vice President shall be two (2) years. The term of office of the initial Secretary and Treasurer shall be three (3) years. The terms of successor officers shall continue to be staggered so that in succeeding years the President and Vice President will not be elected in the same year the Secretary and the Treasurer are elected. No officer shall serve in the same office for more than two (2) consecutive terms. However, an officer may serve for more than two (2) consecutive terms if one of those terms is not a full two (2) year term, as long as the total consecutive time served in the same elected office is not more than five (5) years.

Section 4. **Compensation of Officers:** Officers, as such, shall 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.

Section 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 shall be allowed to be heard and present evidence why he or she should not be removed.

Section 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.

Section 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.

Section 8. **President:** The President shall 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 shall 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 shall 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 shall 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.

Section 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, shall perform the duties of the President, and when so acting shall 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 shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Corporation or shall 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.

Section 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; (v) attest the signature or certify the incumbency or signature of any officer of the Corporation; and (vi) 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.

Section 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 shall have all the powers of and be subject to all the restrictions upon the Secretary. They shall perform such other duties as may be assigned to them by the Secretary, the President, or the Board of Directors.

Section 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 4 of Article VIII; (iii) maintain appropriate accounting records as required by law; (iv) prepare, or cause to be prepared, an annual financial statement in accordance with Section 2 of Article X; 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.

Section 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 shall 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. SCHOLARSHIP ENDOWMENT

Section 1. Scholarship Endowment: The Corporation shall establish a permanent Scholarship Endowment. All funds, securities, and holdings of the Endowment shall be held in accounts separate from all other accounts of the Corporation, and shall be shown separately in the books of the Corporation from the other funds and securities of the Corporation. Any gift or bequest to the Endowment shall be permanently retained in the Endowment as a part of the principal.

Section 2. Preservation of the Endowment: The principal amount of the Scholarship Endowment shall not be spent, loaned, used as collateral, or transferred from the Endowment, except in the event of the dissolution of the Corporation as provided in the Articles of Incorporation. If such a dissolution occurs, the Endowment amount shall be disposed of to a similar organization, that at the time qualifies under Section 501(c)(3) of the Code, to be used for surveying related scholarships only.

Section 3. Restricted Use: The income earned by the Scholarship Endowment shall be used only to grant financial assistance in the form of scholarships to those persons genuinely interested in pursuing or continuing to pursue a formal education in the field of Land Surveying. Any income earned by the Scholarship Endowment must be awarded as scholarships within twenty-four months of the end of the fiscal year in which it is earned, or it shall become a part of the principal amount of the Scholarship Endowment.

Section 4. Awards of Scholarships: All scholarships shall be awarded by a majority vote of the Board of Directors. The Board shall determine the number and amount of funding of scholarships. The Board shall determine those institutions and applicants eligible to receive funding. Scholarships may be granted on the basis of, but not specifically limited to, financial need and academic standing.

ARTICLE IX. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 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.

Section 2. Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts: All checks, drafts or other orders for payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE X. INDEMNIFICATION

Section 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, shall have the right to 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 arbitrative 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 1.

The rights of those receiving indemnification hereunder shall, 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 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 shall ultimately be determined that he is entitled to be indemnified by the Corporation against such expenses.

Section 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.

Section 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 shall 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 shall not affect any rights or obligations existing at the time of such repeal or modification. The rights provided for herein shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Bylaw.

The rights granted herein shall not be limited by the provisions contained in Section 55A-8-51 of the Act (or its successor).

ARTICLE XI. GENERAL PROVISIONS

Section 1. Seal: The corporate seal of the Corporation shall 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

Section 2. Records and Reports: All of the Corporation's records shall be maintained in written form or in another form capable of conversion into written form within a reasonable time.

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.

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 relating to the number of directors; (iv) the annual financial statements described below, prepared during the past three years; and (v) a list of the names and business addresses of its current directors and officers.

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.

Section 3. Audits: The books and all other financial records of the affairs of the corporation shall 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 annually to NCSS a copy of the audited financial statements for the Corporation.

Section 4. **Fiscal Year:** The fiscal year of the Corporation shall be from July 1st to June 30th of the following year unless otherwise fixed by the Board of Directors.

Section 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 NCSS Board of Directors.

Section 6. **Emergencies:** In anticipation of or during an emergency, the Board of Directors may: (i) modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and (ii) 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.

Section 7. **Severability:** Should any provision of these Bylaws become ineffective or be declared to be invalid for any reason, such provision shall be severable from the remainder of these Bylaws and all other provisions of these Bylaws shall continue to be in full force and effect.

Revised: February 7, 2003; November 15, 2004.