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**BYLAWS**

**OF**

**MILITARY SPOUSE  
CORPORATE CAREER NETWORK, INC.**

A Delaware Non-Profit Corporation

December 29, 2004

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**BYLAWS**  
**OF**  
**MILITARY SPOUSE CORPORATE CAREER NETWORK, INC.**  
(these "Bylaws")

**ARTICLE I**

SECTION 1.1 Name. The name of the corporation shall be: Military Spouse Corporate Career Network, Inc. (herein called the "Corporation").

SECTION 1.2 Organization. The Corporation shall operate under a charter as a non-profit Delaware corporation and shall have no members.

SECTION 1.3 Offices. The Corporation may have, in addition to its registered office, offices at such places as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

SECTION 1.4 Purposes. The purposes of the Corporation shall be:

- (a) to assist spouses of members of the United States armed forces with corporate career placement, and related activities;
- (b) to conduct its business activities as a non-profit corporation; and
- (c) to have and exercise all powers that now or hereafter may be conferred by the laws of the State of Delaware upon a non-profit corporation organized pursuant to the Delaware General Corporation Law for the purposes set forth above.

**ARTICLE II**

**Board of Directors**

SECTION 2.1 General Powers; Delegation. The activities, property, and affairs of the Corporation shall be managed by its Board of Directors which may exercise all such powers and do all such lawful acts and things as are permitted by statute or by the Certificate of Incorporation or by these Bylaws.

SECTION 2.2 Number. The Board of Directors shall consist of not less than three (3) nor more than thirty (30) directors as determined from time to time by the Board of Directors.

In addition, in accordance with Section 6.4, the Chairman of the Board of Advisors shall serve as an ex officio, non-voting member of the Board of Directors.

SECTION 2.3 Appointment and Term of Office. Directors shall serve for a term of one (1) year and thereafter until their successors shall qualify. Immediately before the expiration of the term of office of any director, the directors shall meet and elect successors to the outgoing director or directors. Directors shall be eligible for re-election.

SECTION 2.4 Vacancies. A vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of members of the Board of Directors shall be filled by the affirmative vote of a majority of the members of the Board of Directors present at a regular annual meeting or at a meeting called for that or any other purpose.

SECTION 2.5 Meetings. The directors shall meet at least once every calendar year to discuss the affairs of the Corporation, and shall hold such additional meetings (usually quarterly), as are necessary to properly consider matters before the Corporation. The directors may meet at other times, at the call of the President, on no less than three (3) days notice.

SECTION 2.6 Quorum and Manner of Action. At all meetings of the Board of Directors, the presence of a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business except as otherwise provided by statute or the Certificate of Incorporation. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, the Certificate of Incorporation, or these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board of Directors. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time until a quorum shall be present. At any such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally convened.

SECTION 2.7 Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all members of the Board of Directors. Any such signed consent, or a copy thereof, shall be placed in the minute book of the Corporation.

SECTION 2.8 Telephone Meetings. Unless otherwise restricted by statute, the Board of Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

SECTION 2.9 Procedure and Records. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Corporation.

SECTION 2.10 Resignation. Any director may resign by giving written notice to the Corporate Secretary.

## ARTICLE III

### Officers

SECTION 3.1 General Officers. The officers shall be a President, one or more Vice Presidents, a Corporate Secretary, a Treasurer, and such other officers and assistant officers as the directors may from time to time deem necessary or desirable.

SECTION 3.2 Appointment and Term of Office. Officers shall be appointed by the directors and shall serve for one (1) year and thereafter until their successors are qualified. They shall be eligible for re-appointment.

SECTION 3.3 President. The powers and duties of the President shall be as follows:

- (a) To act in all matters as the Chief Executive Officer of the Corporation;
- (b) To call special meetings of the directors in accordance with these Bylaws at such time and place as the President deems proper;
- (c) To execute for and in the name of the Corporation such written instruments and documents as may be necessary or desirable;
- (d) Subject to confirmation by the Board of Directors, to nominate the members and designate the powers and duties of all committees;
- (e) Generally, to do and perform all such duties as pertain to the office of Chief Executive Officer or as may be required by the Board of Directors;
- (f) To direct the investments of the Corporation; and
- (g) To supervise the business and affairs of the Corporation and to report annually on the general activities of the Corporation for the previous year.

SECTION 3.4 Vice President. A Vice President shall assume such powers and duties as may be delegated from time to time by the Board of Directors or the President.

SECTION 3.5 Executive Director. An Executive Director shall assume such powers and duties as may be delegated from time to time by the Board of Directors or the President.

SECTION 3.6 Corporate Secretary. The powers and duties of the Corporate Secretary shall be as follows:

- (a) To keep full and complete record of the meetings of the directors and the various committees;

(b) To give or cause to be given all notices that may be necessary or proper. In case of failure for any reason of the Corporate Secretary to give any such notice, then such notice may be given by the President or by any persons authorized by the President;

(c) To conduct the official correspondence of the Corporation;

(d) To join the President and Vice President in the execution and delivery of deeds, contracts, and other instruments, and to affix the corporate seal, if any, where appropriate;

(e) To keep and preserve the minute book and all other books and records of the Corporation and the corporate seal, if any; and

(f) Generally to do and perform all duties as pertain to the office of Corporate Secretary or as may be required by the Board of Directors or the President.

SECTION 3.7 Treasurer. The Treasurer shall be responsible for monitoring the performance of the Corporation's custodian in the collection and custody of the Corporation's funds.

SECTION 3.8 Assistant Corporate Secretaries. The Assistant Corporate Secretaries shall assume the duties and powers of the Corporate Secretary during the Corporate Secretary's absence or disability. The Assistant Corporate Secretaries also shall assume such other powers and duties as may be delegated to the Assistant Corporate Secretaries from time to time by the Board of Directors or the President.

SECTION 3.9 Assistant Treasurers. The Assistant Treasurers shall assume the duties and powers of the Treasurer during the Treasurer's absence or disability. The Assistant Treasurer also shall assume such other powers and duties as may be delegated to the Assistant Treasurers from time to time by the Board of Directors or the President.

SECTION 3.10 Resignations. Any officer may resign by giving written notice to the President or the Corporate Secretary.

## ARTICLE IV

### Committees of the Board

The President or the Board of Directors may designate or appoint two (2) or more persons who may, but need not, be directors to constitute a committee or committees for any purpose, provided that any such committee or committees shall have and may exercise only the power of recommending action to the Board of Directors and of carrying out and implementing any instructions or any policies, plans, and programs theretofore approved, authorized, and adopted by the Board of Directors.

## ARTICLE V

### Executive Committee

SECTION 5.1 Composition and Authority. In addition to any committees formed pursuant to the provisions of Article IV of these Bylaws, the Board of Directors of the Corporation shall have an Executive Committee consisting of two (2) or more members of the Board of Directors, one of whom shall be the Chairman of the Board of Directors; members of the Executive Committee shall be elected by the Board of Directors. The Chairman of the Board of Directors shall be the Chairman of the Executive Committee. The Executive Committee shall have and may exercise, when the Board of Directors is not in session, all the authority and powers of the full Board of Directors in the business and affairs of the Corporation, even though such authority and powers may be herein provided or directed to be exercised by a designated officer of the Corporation; provided, however, that the Executive Committee shall not have the authority to: amend the Certificate of Incorporation; amend, alter or repeal these Bylaws or adopt new Bylaws; fill any vacancy in the Board of Directors; adopt a plan of merger or a plan of consolidation with another corporation; authorize the sale, lease, exchange or mortgage of all or substantially all of the assets of the Corporation; authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; adopt or revoke any plan for the distribution of the assets of the Corporation; or alter or repeal any resolution of the Board of Directors. Each director who is not a member of the Executive Committee shall be deemed to have assented to any action of the Executive Committee unless, within seven (7) days after receiving actual or constructive notice of such action, such director delivers his or her written dissent thereto to the Corporate Secretary of the Corporation. The designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed by law.

SECTION 5.2 Meetings; Quorum. Regular meetings of the Executive Committee may be held during the months of the calendar year in which the Board of Directors does not meet, at such times as shall be specified in notice communicated to all Executive Committee members. Special meetings of the Executive Committee may be called by or at the direction of the Chairman or by any two (2) members of the Executive Committee not less than one (1) nor more than thirty (30) days before such meeting to each member of the Executive Committee. Except as otherwise provided by statute, the Certificate of Incorporation or these Bylaws, any

and all business may be transacted at any meeting of the Executive Committee, and neither the purpose of, nor the business to be transacted at, any meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting. At all meetings of the Executive Committee the presence in person or by telephone conference call of at least a majority of the voting members of the Executive Committee shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of at least a majority of those present at any meeting at which a quorum is present shall constitute the act of the Executive Committee. Notwithstanding any provision of Section 5.2 of this Article V, any and all lawful action that may be conducted at a regular or special meeting of the Executive Committee may be adopted by the unanimous written consent of the members of the Executive Committee in lieu of such meeting.

SECTION 5.3 Removal. The removal of any member of the Executive Committee from the Board of Directors of the Corporation shall also constitute the removal of such member from the Executive Committee. Any member of the Executive Committee may be removed from such position by the vote of two-thirds (2/3) of the members of the full Board of Directors. Any such removed member of the Executive Committee shall continue to serve as a director for the remainder of his or her term as a director, unless specifically removed as a director in accordance with these Bylaws.

SECTION 5.4 Records. The Executive Committee shall keep minutes of its acts and proceedings, and the Chairman or the Chairman's designee shall report the same, from time to time, to the Board of Directors. The Corporate Secretary of the Corporation shall serve as secretary of the Executive Committee.

## ARTICLE VI

### Board of Advisors

SECTION 6.1 Composition and Election. Unless otherwise determined by the Board of Directors, the Corporation shall have a Board of Advisors, and the number and qualifications of the members of the Board of Advisors shall be determined by the Board of Directors. The Board of Directors, the Chairman of the Board of Advisors and the Chairman-elect of the Board of Advisors shall collectively appoint the members of the Board of Advisors. Members of the Board of Directors shall not be eligible for appointment to the Board of Advisors. The Chairman and Chairman-elect of the Board of Advisors shall be nominated and elected by the Board of Directors for such terms as are deemed appropriate by the Board of Directors.

SECTION 6.2 Terms. Members of the Board of Advisors shall serve for terms of three (3) years and until their respective successors are chosen and qualified, or until their respective earlier deaths, retirements, disqualifications, resignations, or removals from office. Members of the Board of Advisors may serve any number of consecutive terms.

SECTION 6.3 Purpose. The Board of Advisors may be called upon by the Board of Directors from time to time to assist in accomplishing the purposes of the Corporation, including

to act as consultants, to assist committees as needed, and to participate in fundraising events of the Corporation. Members of the Board of Advisors shall, except as provided in Section 6.4, not be entitled to attend any meetings of the Board of Directors, shall have no voting rights, and otherwise shall have no rights to manage the affairs of the Corporation.

SECTION 6.4 Chair. The Chairman of the Board of Advisors shall preside at all meetings of the Board of Advisors and represent the Board of Advisors as an *ex-officio*, non-voting member of the Corporation's Board of Directors.

SECTION 6.5 Chair-Elect. The Chairman-elect shall perform the duties of the Chairman of the Board of Advisors in such Chairman's absence or inability to do so, and shall assure that the reports from the Board of Directors' meetings and event calendars are sent to the Board of Advisors' members. Other duties may be assigned to the Chairman-elect of the Board of Advisors from time to time by the Chairman of the Board of Advisors or the Board of Directors.

## ARTICLE VII

### Miscellaneous

SECTION 7.1 Fiscal Year. The fiscal year of the Corporation shall begin on January 1st of each year and shall end on December 31st of that year.

SECTION 7.2 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Delaware General Corporation Law or under the provisions of the Certificate of Incorporation or these Bylaws of the Corporation, a waiver thereof 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 the giving of such notice.

SECTION 7.3 Books and Records. The Corporation shall keep correct and complete books and records of account.

SECTION 7.4 Construction. If any portion of these Bylaws shall be invalid or inoperative, then, so far as reasonable and possible:

- (a) The remainder of these Bylaws shall be considered valid and operative; and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

## ARTICLE VIII

### Indemnification

SECTION 8.1 Definitions. For purposes of this Article VIII:

(a) "director" means any person who is or was a director of the Corporation and any person who, while a director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of any other foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise;

(b) "expenses" include court costs and attorneys' fees;

(c) "official capacity" means, when used with respect to a director, the office of director in the Corporation, and when used with respect to a person other than a director, the elective or appointive office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation; official capacity does not include service for any other foreign or domestic corporation or any partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, unless such service is undertaken at the written request of the Corporation; and

(d) "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

SECTION 8.2 Standard for Indemnification. The Corporation shall indemnify a director who was, is, or is threatened to be made a named defendant or respondent in a proceeding only if it is determined in accordance with Section 8.6 of this Article VIII that the director:

(a) conducted himself or herself in good faith;

(b) reasonably believed:

(i) in the case of conduct in his or her official capacity as a director of the Corporation, that his or her conduct was in the Corporation's best interests; and

(ii) in all other cases, that his or her conduct was at least not opposed to the Corporation's best interests; and

(c) in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

SECTION 8.3 Prohibited Indemnification. Except to the extent permitted by Section 8.5 of this Article VIII, a director may not be indemnified under Section 8.2 above with respect to a proceeding:

(a) in which the director is found liable on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from an action taken in the director's official capacity; or

(b) in which the director is found liable to the Corporation.

SECTION 8.4 Effect of Termination of Proceeding. The termination of a proceeding by judgment, order, settlement, or conviction, or a plea of nolo contendere or its equivalent is not of itself determinative that the director did not meet the requirements set forth in Section 8.2 of this Article VIII. A director shall be deemed to have been found liable with respect to any claim, issue, or matter only after the director shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom.

SECTION 8.5 Scope of Indemnification. A director shall be indemnified under Section 8.2 of this Article VIII against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the director in connection with the proceeding; but if the director is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the director, the indemnification (a) shall be limited to reasonable expenses actually incurred by the director in connection with the proceeding, and (b) shall not be made with respect to any proceeding in which the director shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the Corporation.

SECTION 8.6 Determination of Indemnification. A determination of indemnification under Section 8.2 of this Article VIII must be made:

(a) by a majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding; provided, however, that if such a quorum cannot be obtained, such determination may be made by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who, at the time of the vote, are not named defendants nor respondents in the proceeding; or

(b) by special legal counsel selected by the Board of Directors or a committee of the Board of Directors by vote as set forth in Subsection (a) of this section, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

SECTION 8.7 Authorization of Indemnification. With respect to a person other than an officer or director of the Corporation, authorization of indemnification and determination as to

reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses must be made in the manner specified Subsection (b) of Section 8.6 for the selection of special legal counsel. With respect to an officer or a director of the Corporation, no such authorization shall be required as the indemnification provided under Sections 8.2 and 8.13 of this Article VIII shall be mandatory.

SECTION 8.8 Court Order in Suit for Indemnification. If, in a suit for the indemnification required by this Article VIII, a court of competent jurisdiction determines that the director is entitled to indemnification, the court shall order indemnification and shall award to the director the expenses incurred in securing the indemnification.

SECTION 8.9 Court Determination of Indemnification. If, upon application of a director, a court of competent jurisdiction determines, after giving any notice the court considers necessary, that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he or she has met the requirements set forth in Section 8.2 of this Article VIII, or has been found liable in the circumstances described by Section 8.3 of this Article VIII, the court may order the indemnification that the court determines is proper and equitable; but if the director is found liable to the Corporation on the basis that personal benefit was improperly received by the director, the indemnification shall be limited to reasonable expenses actually incurred by the director in connection with the proceeding.

SECTION 8.10 Advancement of Expenses. Reasonable expenses incurred by a director who was, is, or is threatened to be made a named defendant or respondent in a proceeding shall be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding without the determination specified in Section 8.6 of this Article VIII after the Corporation receives a written affirmation by the director of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article VIII and a written undertaking by or on behalf of the director to repay the amount paid or reimbursed if it is ultimately determined that indemnification of the director against expenses incurred by him or her in connection with that proceeding is prohibited by Section 8.5 of this Article VIII.

SECTION 8.11 Obligation for Repayment of Advancement. The written undertaking required by Section 8.10 of this Article VIII must be an unlimited general obligation of the director but need not be secured. It may be accepted without reference to financial ability to make repayment.

SECTION 8.12 Expenses of Witness. Notwithstanding any other provision of this Article VIII, the Corporation may pay or reimburse expenses incurred by a director in connection with his or her appearance as a witness or other participation in a proceeding at a time when he or she is not a named defendant or respondent in the proceeding.

SECTION 8.13 Indemnification and Advancement of Expenses to Officers and Others. The Corporation shall indemnify and advance expenses to an officer, employee or agent of the