

BYLAWS Of NATIONAL CENTER FOR CAREER EXPLORATION

ARTICLE 1. NAME.

The name of this Corporation shall be **National Center for Career Exploration** ("Corporation"), a Virginia Nonstock Corporation.

ARTICLE 2. OFFICE.

The principal office and Corporation's registered agent shall be located in any jurisdiction designated by the Board of Directors (hereinafter "Board"), consistent with applicable law.

ARTICLE 3. NONPROFIT PURPOSES.

3.1 IRC Section 501(c)(3) Purposes.

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

3.2 Specific Purposes.

By way of example, and not limitation, the Corporation's purposes shall include to:

- A. Provide national leadership for the advancement of career literacy through the development and administration of career education programs and activities for youth.
- B. Advocate the value of career literacy for youth as a fundamentally important component contributing to a best-informed career-path decision.
- C. Develop career literacy in youth through a program of regularly scheduled forums that introduce youth to knowledgeable people working in a broad spectrum of career vocations.
- D. Develop career literacy in youth through a program of web-based courses spanning kindergarten through senior high school that promote and support family-interactive career exploration activities.
- E. Conduct research to identify those factors that most strongly influence the selection of career paths in youth, the period of time in which they occur, and their relationship to personal values and behavioral characteristics.
- F. Stimulate and promote interest in the activities and programs of the Corporation by publishing a periodic newsletter to (i) recognize participant achievements, (ii) present news of expanding services and (iii) disseminate results of research programs.
- G. Work closely with area school superintendents, school principals, and career guidance counselors, education and youth development associations, and private school and home schooling associations to promote advocacy of the Corporation's mission.

ARTICLE 4. MEMBERS.

4.1 Qualifications, Classes, Election and Tenure.

- A. Members may be individuals, corporations, educational institutions or other lawfully established organizations that support the purposes and objectives of the Corporation.
- B. There shall be one class of Members.
- C. A person or organization desiring to become members shall apply to the Board of Directors or a committee established by the Board of Directors to become a Member. Such applicant shall become a Member upon election by the Board of Directors or by any executive committee established by the Board of Directors by a majority of those Directors present at or otherwise participating in a meeting of the Board or the committee for which a quorum is established.
- D. The Board may set by resolution membership criteria in addition to those set forth above, including a minimum level of financial support to the Corporation.

4.2 Activities.

Members may assist the Board of Directors and Officers with policy, planning, program, administration and operational aspects of the Corporation's activities, as determined by the Board. At the discretion of the Board of Directors, Members may serve as either voting or non-voting members of any of the committees established by the Board of Directors.

4.3 Voting and Other Rights.

Except as set forth in Section 4.2 of this Article, Members shall have no voting rights. No Member shall have a vested property right in any assets or property of the Corporation, including actions relating to management, control, capital structure, purpose or duration of the Corporation.

4.4 Annual Regular Meeting.

The entire Membership shall meet at least once per year, in conjunction with the annual regular meeting of the Board of Directors.

ARTICLE 5. BOARD OF DIRECTORS.

5.1 Number.

The Directors constituting the Board of Directors shall be as specified in the Articles of Incorporation and shall serve as Directors during their respective terms until they resign or retire, are removed, or are unable to serve for any reason whatsoever. Additional Directors shall be acquired by invitation of the Board as required from time to time to support growth and development of the Corporation in fulfilling its purpose and objectives. The number of Directors constituting the Board of Directors shall range in number from four Initial Directors to a maximum of twenty-one Directors.

5.2 Powers.

Subject to the provisions of the laws of Virginia and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board shall be responsible for the administration of the Corporation and the supervision and control of its assets and property. The Board shall have power to create internal divisions. The Board shall carry out the duties set forth herein and be the final interpreter of the Articles of Incorporation and Bylaws. A Director shall not be permitted by proxy to delegate or assign his or her right to vote.

5.3 Administrative Duties.

It shall be the duty of the Directors to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- B. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the Corporation.
- C. Supervise all Officers, agents and employees of the Corporation to assure that their duties are performed properly.
- D. Meet at such times and places as required by these Bylaws.
- E. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

5.4 Financial Duties.

The Board shall issue an annual financial report for the most current fiscal year including statements of income, operating expenses, and program expenses. The Board shall adopt an annual budget prior to the beginning of each fiscal year. Both the financial report and budget shall be made available to the general membership at the annual members meeting and be open for inspection by any member at any time.

5.5 Election of Directors.

Election and reelection of Directors shall occur by a majority vote of a quorum of all of the Directors attending or otherwise properly participating in a regular meeting or special meeting of the Board of Directors, as the case may be; provided, however, that any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in number, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors.

5.6 Term of Office.

Directors shall be elected for terms of three years. The terms shall be staggered so that each year approximately one-third of the Board shall be up for election.

5.7 Removal of Directors.

A Director may be removed, with or without cause, if a majority of the Directors present at a duly constituted meeting votes for the removal. Removal is effective only if it occurs at a meeting called for that purpose. Notice must be sent to all Directors that a purpose of the meeting is removal.

5.8 Compensation.

Directors shall serve without compensation except that a reasonable fee may be paid to Directors for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

5.9 Place of Meetings.

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

5.10 Meetings: Annual, Regular, and Special.

The Board shall meet not less frequently than quarterly, at such times and places as the Board may designate; provided, however, that one regular meeting shall be designated the annual meeting of the Board. In addition to such regular meetings, the Chair or three (3) Directors may call special meetings of the Board provided that each Director has notice of the special meeting in accordance with Section 4.9(B). The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the Commonwealth of Virginia, as the place for holding any special meeting of the Board of Directors called by them. Participation by Directors in special meetings through telephone or videoconference is permitted if the Directors are unable to attend in person. A Director participating via telephone or videoconference is deemed to be present in person at the meeting.

5.11 Notice of Meetings.

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

A. Regular Meetings.

No notice need be given of any regular meeting of the Board of Directors.

B. Special Meetings.

At least one week prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the Director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

C. Waiver of Notice.

Whenever any notice of a meeting is required to be given to any Director of this Corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

5.12 Meeting Procedures of the Board of Directors.

A. Conduct of Meetings.

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by Roberts Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

B. Open Meetings.

All meetings of the Board of Directors shall be open to any person except when the Board has voted, during an open meeting, to go into executive session.

C. Executive Session.

A motion to go into executive session shall state the nature of the business of the executive session, and no other matter may be considered in the executive session. Attendance in executive session shall be limited to the Directors and, when requested, the Corporation's staff, legal counsel, and other persons whose knowledge is needed. Minutes need not be taken during executive session, but the motion to go into executive session and the nature of the business to be discussed shall be recorded in the minutes of that Board meeting.

D. Quorum.

At any meeting of the Board, a quorum shall consist of a majority of the Board of Directors. To achieve a quorum on a specific decision, the votes of absent members of the Board may be polled by telephone or electronic mail, provided that a reasonable attempt to reach all other absent Board members by the same means is carried out.

E. Decision-Making.

Each member of the Board shall have one vote. The Board shall attempt to reach unanimous agreement on all decisions. In the event that unanimous agreement cannot be achieved, a decision may be made by a majority of the Directors present and voting, except as specified elsewhere in these Bylaws.

F. Proxies.

A Board member may vote on an agenda item by written proxy, dated not more than two weeks prior to the meeting and filed with the secretary. Electronic mail shall be considered a valid proxy.

G. Action by Consent.

Any action by the Directors may be taken without a meeting if all the Directors thereto give consent and filed by the secretary in the permanent record of the Board. Verbal consent or electronic mail shall be considered a valid form of written consent for this purpose. Such consent must be reaffirmed at the next meeting of the Board.

H. Minutes.

The Secretary or such other person shall record minutes of all Board meetings as the Board may designate. Minutes shall be distributed prior to the next Board meeting. Unless challenged during the next Board meeting, minutes of the previous meeting shall be assumed to be approved as written. All minutes of Board meetings shall be kept on permanent record by the Corporation and shall be open for inspection by any member of the Corporation.

5.13 Majority Action as Board Action.

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

5.14 Vacancies.

- A. Vacancies on the Board of Directors shall exist (i) on the death, resignation or removal of any Director, and (ii) whenever the number of authorized Directors is increased.
- B. Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.
- C. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of Virginia.
- D. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

5.15 Nonliability of Directors.

The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

5.16 Indemnification by Corporation of Directors and Officers.

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws Virginia.

5.17 Insurance For Corporate Agents.

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

5.18 Corporate Seal.

The Board of Directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE 6. OFFICERS.

6.1 Designation Of Officers.

The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and other such Officers with such titles as may be determined from time to time by the Board of Directors. Any two or more Offices may be held by the same person.

6.2 Election and Term of Office.

The term of office shall be one year, except for Officers selected to fill vacancies, who shall complete the unexpired terms. Officers shall be elected by the Board of Directors from among the current voting Board members at the first official Board meeting subsequent to the annual election. The President of the Corporation may fill vacancies at any time.

6.3 Removal and Resignation.

Any Officer may be removed, either with or without cause, by the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Corporation.

6.4 Duties of President.

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this Corporation has Members, at all meetings of the Members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

6.5 Duties of Vice President.

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board of Directors.

6.6 Duties of Secretary.

The Secretary shall:

- A. Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- B. Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of Committees of Directors and of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
- C. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- D. Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.

- E. Keep at the principal office of the Corporation a membership book containing the name and address of each and any Members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- F. Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership book and the minutes of the proceedings of the Directors of the Corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

6.7 Duties of Treasurer.

The Treasurer shall:

- A. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- B. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- C. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- D. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- E. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request thereof.
- F. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
- G. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

6.8 Compensation.

The salaries of the Officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by Officers of this Corporation shall be reasonable and given in return for services actually rendered to or for the Corporation.

ARTICLE 7. EXECUTIVE DIRECTOR.

7.1 Terms of Employment. The Corporation may employ an Executive Director, who shall be hired by and serve at the pleasure of the Board. Notwithstanding any other provision in these Bylaws to the contrary, the Corporation may compensate the Executive Director and in the event that the Executive Director also holds office as an Officer of the Corporation, he or she shall not be barred from receiving compensation in the position of Executive Director. A sub-committee of the Board, appointed by the Chair, shall evaluate the performance of the Executive Director annually and establish his or her compensation at that time.

7.2 Executive Director Duties.

The Executive Director shall have responsibility for the day-to-day operations and affairs of the Corporation, including supervision of all staff. He or she shall, in the execution of approved corporate plans and programs, represent and assist the Chief Executive Officer and the Board in carrying out the purpose and objectives of the Corporation.

7.3 Membership and Committee Status.

The Executive Director shall be a non-voting member of the Board, Executive Committee and all committees.

ARTICLE 8. COMMITTEES.

8.1 Creation of Committees.

The Board of Directors may create one or more committees, including an Executive Committee, and may appoint members of the Board of Directors to serve on them. Each committee shall have two or more members who serve at the pleasure of the Board of Directors. The creation of a committee shall be approved by a majority of Directors in office when the action is taken. The Chair shall appoint each committee chairperson. Notwithstanding any of the foregoing, the Executive Committee, if created, shall be comprised as set forth in Section 8.3 below.

8.2 Authority of Committees.

To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors, except that a committee may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend or repeal these By-laws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease or exchange, or the mortgage, pledge or other disposition of all, or substantially all, of the property and assets of the Corporation; (vi) approve revocation of voluntary dissolution proceedings; or (v) approve or execute any contract or other obligation in the name of the Corporation or otherwise contractually bind the Corporation.

8.3 Executive Committee.

The Board of Directors may appoint an Executive Committee consisting of not more than four (4) Directors. The Board of Directors may appoint a member of the Executive Committee as Chair who shall serve as the chairperson of the Executive Committee. The Executive Committee shall have and may exercise all the powers of the Board of Directors when the Board of Directors is not in session, and shall meet at such time and upon such cause as the Executive Committee shall prescribe.

8.4 Advisory Committee.

Other committees not having and exercising the authority of the Board of Directors may be constituted and Members thereof appointed by a resolution adopted by a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present.

8.5 Committee Meetings.

The provisions of these Bylaws which govern meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to all Committees of Directors and their members as well.

ARTICLE 9. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS.

9.1 Execution of Instruments.

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or 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. Unless so authorized, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

9.2 Checks and Notes.

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation.

9.3 Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

9.4 Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the nonprofit purposes of this Corporation.

ARTICLE 10. IRC 501(c)(3) TAX EXEMPTION PROVISIONS.

10.1 Limitations on Activities.

- A. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- B. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

10.2 Prohibition Against Private Inurement.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Members, Directors or Trustees, 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 of this Corporation.

10.3 Distribution of Assets.

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue

Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

10.4 Private Foundation Requirements and Restrictions.

In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation (i) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (iv) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 11. FISCAL YEAR.

The fiscal year of the Corporation shall be from July 1st to June 30th of each year.

ARTICLE 12. AMENDMENT OF BYLAWS.

Subject to the power of the Members, if any, of this Corporation to adopt, amend or repeal the Bylaws of this Corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 13. CONSTRUCTION AND TERMS.

- 13.1 If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.
- 13.2 Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
- 13.3 All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with an office of this state and used to establish the legal existence of this Corporation.
- 13.4 All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the Initial Directors or Incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of eleven preceding pages, as the Bylaws of the National Center for Career Exploration.

Dated: August 4, 2004
