

BYLAWS
OF
SUGA Education, Training and Development Inc.
A Florida Not For Profit Corporation

ARTICLE 1: NAME—PRINCIPAL OFFICE—FISCAL YEAR

1.1 The name of this corporation is SUGA Education, Training, and Development Inc. hereinafter called "SUGA".

1.2 The principal office for the corporation's transaction of business shall be at a site determined by the Board of Directors.

1.3 The Board of Directors is hereby granted full power and authority to change the principal office to another location. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

1.4 The fiscal year of the corporation shall be August 1 through July 31.

ARTICLE 2: STATEMENT OF PURPOSE—MISSION

2.1 Purpose

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding portions of any future United States Internal Revenue Law), including, to the extent permitted by Section 501(c)(3), the advancement of the effective and efficient utilization of software application packages that support Public Safety & Justice, Community Development and Public Administration.

2.1.1 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

2.1.2 The corporation is and shall remain a corporation not for profit. The corporation shall not have nor issue shares of stock. No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of its members, directors, or officers, or the benefit of any private individual.

2.1.3 No person, firm or corporation shall ever receive any dividends or profits from the undertakings of the corporation. In the event

of dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code or the corresponding sections of any prior or future Internal Revenue Code, or to state or local government for exclusive public purposes, and none of the assets shall be distributed to any member, director or officer of the corporation.

2.2 Mission

2.2.1 To promote free and open communication among SUGA members; Provide an online presence for its members;

2.2.2 Focused face-to-face and online networking opportunities through SUGA events;

2.2.3 Any other means deemed appropriate by the board of directors and by the membership.

ARTICLE 3: MEMBERSHIP

3.1 Membership in the corporation shall be open only to a government entity, not-for-profit, or other organization that:

3.1.1 Has acquired a license to use the products on one or more computer systems at said organization;

3.1.2 Has paid applicable membership dues. Membership in SUGA is by entity and dues are payable annually on a calendar year basis.

3.2 Membership in SUGA shall terminate whenever the conditions specified in Section 3.1 are no longer met or at the member's request.

3.3 The annual membership dues will be established at each annual Board of Director's meeting.

3.4 Each member entity shall have the right to vote, as set forth in these Bylaws, on the election of the directors who are officers of the board, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In exercising a member's right to vote, each member shall designate a single individual representative who shall be authorized to cast the member's votes, by voice or by written ballot, as the case may be. If other representatives of the member are present during a vote, they shall refrain from submitting any purported vote on behalf of the member, either by voice or by written ballot, as the case may be, unless they have been delegated that responsibility by the authorized representative.

3.5 Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

3.6 Termination of Membership. A membership shall terminate on occurrence of any of the following events:

3.6.1 Resignation of the member;

3.6.2 Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;

3.6.3 The member's failure to pay dues, fees, or assessments as set by the board within 30 days after they are due and payable;

3.6.4 Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

3.6.5 Termination of membership under Section 3.9 of these Bylaws based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

3.7 Suspension of Membership. A member may be suspended, under Section 3.9 of these Bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

3.8 A person whose membership is suspended shall not be a member during the period of suspension.

3.9 Procedure. If grounds appear to exist for suspending or terminating a member under Sections 3.6 and 3.7 of these Bylaws, the following procedure shall be followed:

3.9.1 The board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.

3.9.2 The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the suspension or termination should occur.

3.9.3 The board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the board, committee, or person shall be final.

3.9.4 Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

3.10 Memberships Not Transferable. No membership or right arising from membership shall be transferred.

ARTICLE 4: MEETINGS

4.1 A general meeting of SUGA shall be held annually. Notification of the time and place of a general meeting shall be communicated to the members at least four weeks in advance.

4.2 Meetings shall be conducted in accordance with these Bylaws, Robert's Rules of Order, and policies established by SUGA.

4.3 Meetings of the Board of Directors shall be at the call of the President or by any two members of the Board of Directors.

4.4 Annual Meeting. A general meeting of members shall be held at least annually at such time and place, in person or electronically, and on such notice as the board may determine. Unless elected by written ballot, directors shall be elected at this meeting. Any other proper business may be transacted at this meeting.

4.5 Location of Meetings. Meetings of the members shall be held at any place within or outside Florida or electronically as designated by the board. The board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

4.6 Authority for Electronic Meetings. If authorized by the board in its sole discretion, and subject to the requirements of consent in Section 4.8(b) of these Bylaws, and guidelines and procedures the board may adopt, members not physically present in person (or, if proxies are allowed, by proxy) at a meeting of members may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting of members, be

deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, subject to the requirements of these Bylaws.

4.7 Requirements for Electronic Meetings. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication (1) if the corporation implements reasonable measures to provide members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation. Any request by a corporation to a member pursuant to Section 4.8(b) of these Bylaws for consent to conduct a meeting of members by electronic transmission by and to the corporation shall include a notice that absent consent of the member pursuant to Section 4.8(b) of these Bylaws, the meeting shall be held at a physical location in accordance with Section 4.5 of these Bylaws.

4.8 "Electronic transmission by the corporation" means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under this section, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

4.9 "Electronic transmission to the corporation" means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the corporation has provided from time to time to members and directors for sending communications to the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (3) other means of electronic communication, (b) as to which the corporation has placed in effect reasonable measures to verify that the sender is the member (in person or by proxy) or director purporting to send the transmission, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

4.10 Special Meetings.

4.10.1 The Board of Directors or the President or 5 percent or more of the members, may call a special meeting of the members for any lawful purpose at any time.

4.10.2 A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the chair of the board, if any, or the president or any vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Sections 4.12—4.15 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the board.

4.10.3 If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.

4.11 No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

4.12 Written Notice Required. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Sections 4.13 – 4.15 of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

4.13 Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

4.13.1 Removing a director without cause;

4.13.2 Amending the articles of incorporation; or

4.13.3 Electing to wind up and dissolve the corporation.

4.14 Special Meeting Notice Requirements. Notice of any special meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

4.15 Electronic Notice. Notice provided through an electronic transmission by the corporation shall be valid.

4.16 Certification of Mailing or Electronic Notice. The Secretary shall file in the corporation's minute book a certification regarding the mailing of any notice of any members' meeting, or of the giving of such notice by other means including electronic notice.

4.17 Quorum. Thirty (30) members shall constitute a quorum for the transaction of business at any meeting of members.

4.18 Except as otherwise required by law, the articles, or these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

4.19 Eligibility to Vote. All members in good standing on the record date as determined under Section 4.30 of these Bylaws shall be entitled to vote at any meeting of members.

4.20 Manner of Voting. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting. In exercising a member's right to vote, each member shall designate a single individual representative who shall be authorized to cast the member's votes, by voice or by written ballot, as the case may be. If other representatives of the member are present during a vote, they shall refrain from submitting any purported vote on behalf of the member, either by voice or by written ballot, as the case may be, unless they have been delegated that responsibility by the authorized representative.

4.21 Number of Votes. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

4.22 Majority Approval. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number is required by law or by the articles of incorporation.

4.23 Waiver of Notice or Consent.

4.23.1 The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 4.13 of these Bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

4.23.2 A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

4.24 Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

4.25 Action by Written Ballot. Any action that members may take at any meeting of members may also be taken without a meeting by complying with Sections 4.23 and 4.24 of these Bylaws.

4.26 Solicitation of Ballots.

4.26.1 The corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballot and any related material

may be sent by electronic transmission by the corporation, and responses may be returned to the corporation by electronic transmission that meets the requirements of Section 4.9 of these Bylaws. All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) give the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballot to the corporation.

4.26.2 If the corporation has 100 or more members, any written ballot distributed shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

4.26.3 In any election of the officer-directors of the board, a written ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of an officer-director.

4.27 Approval Requirements. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes required for approval of the item.

4.28 Written Ballots Are Irrevocable. A written ballot may not be revoked.

4.29 Filing Ballots. All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least five years.

4.30 Record Date.

4.30.1 If not otherwise fixed by the board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

4.30.2 If not otherwise fixed by the board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

4.30.3 If not otherwise fixed by the board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

4.30.4 For purposes of these Bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

4.31 Proxies. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise.

4.32 Solicited Proxies. If the corporation has 100 or more members, any form of proxy distributed shall give the member an opportunity to specify a choice between approval and disapproval of each matter or group of related matters and, subject to reasonable specified conditions, shall provide that, when the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In an election of directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

4.33 Subject Matter of Proxy to Be Stated. Any proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, in an election of directors, the proxy lists the persons who have been nominated at the time the notice of the vote is given to the members. Such matters include amendments of the articles of incorporation or Bylaws changing proxy rights; certain other amendments of the articles of incorporation; removal of directors without cause; filling vacancies on the board of directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets, unless the transaction is in the usual and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the corporation.

4.34 Expiration and Revocability of Proxies. No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be 3 years after the

date of execution. A validly executed proxy shall continue in full force and effect until either

4.34.1 It is revoked by the member executing it, before the vote is cast under that proxy, (a) by a writing delivered to the corporation stating that the proxy is revoked, or (b) by a subsequent proxy executed by that member and presented to the meeting, or (c) as to any meeting, by that member's personal attendance and voting at the meeting; or

4.34.2 Written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under that proxy is counted. A proxy may not be irrevocable.

4.35 Adjournment; Notice. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

ARTICLE 5: BOARD OF DIRECTORS

5.1 Powers. Subject to the limitations stated in the Articles of Incorporation, these Bylaws, under applicable law, and subject to the duties of directors as prescribed by law, all corporate powers shall be exercised by or under the direction of, and the business and affairs of the Corporation shall be managed by, the Board of Directors. The individual directors shall act only as members of the Board of Directors, and individually shall have no power to act alone.

5.2 Number of Directors. The Corporation shall have five (5) to seven (7) Directors. Directors are collectively to be known as the Board of Directors. These numbers may be changed by a duly adopted amendment of this Section.

5.3 Election/Appointment of Directors. The members shall elect the five (5) officer-directors as provided in ARTICLE 6 below. The two (2) at-large directors (non-officers), shall be appointed by approval of the board and their term of office shall run from the time of their appointment until the conclusion of the next general meeting of members.

5.4 Compensation. Directors shall serve without compensation, but each Director may be reimbursed his or her necessary and actual expenses,

including travel incident to his or her services as Director, subject to any rules that may be imposed upon the adoption of a reimbursement policy by the Board of Directors. Any director may decline such reimbursement. Directors shall also receive a waiver of Annual Conference fees.

5.5 Nonliability for Debts. The private property of the Directors shall be exempt from execution or other liability for any debts, liabilities or obligations of the Corporation, and no Director shall be liable or responsible for any debts, liabilities or obligations of the Corporation.

5.6 Indemnity by Corporation for Litigation Expenses of Officers and Directors. To the fullest extent permitted by law, the Corporation shall indemnify any present or former director, officer, employee or other agent of the corporation, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall be determined ultimately that the director or officer is entitled to be indemnified.

5.7 Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such. The Corporation may obtain liability insurance or the equivalent of insurance which covers the directors and officers issued either in the form of a general liability policy or a director's and officer's liability policy.

5.8 Each Director shall be a member organization employee or member organization individual who supports relevant software applications. Consultants are excluded from serving on the board. Any questions as to eligibility shall be resolved by a roll call vote of the board of directors.

5.9 There may be only one Director from any one member organization.

5.10 Interested Persons as Directors. No more than 49 percent of the persons serving on the board may be "interested persons." An interested person is (1) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

5.11 The Board of Directors shall have general administrative authority and such power as set forth in these Bylaws or otherwise granted by vote of SUGA. The Board of Directors shall transact such business and establish such policy as may be necessary between and during regular SUGA meetings.

5.12 Resignation of Directors. Except as provided below, any director may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

5.13 No director may resign if the corporation would be left without a duly elected or appointed director.

5.14 Vacancies Filled by Board. Except for a vacancy created by the removal of a director by the members, vacancies among the officer-directors on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Section 4 of these Bylaws, or (3) a sole remaining director.

5.15 Vacancies Filled by Members. The members may elect an officer-director at any time to fill any vacancy or vacancies not filled by the directors.

5.16 Any reduction of the authorized number of directors shall not result in any director's being removed before his or her term of office expires.

5.17 Location of Board Meetings. Meetings of the board shall be held at any place within or outside Florida that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

5.18 Meetings by Telecommunication. Any board meeting may be held by conference telephone, video screen communication, email, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

5.18.1 Each member participating in the meeting can communicate concurrently with all other members.

5.18.2 Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

5.19 Annual Meeting of Board. The board shall annually hold a general meeting for purposes of organization budget formulation, and transaction of other

business, including but not limited to, the necessary decisions and preparation for subsequent annual member conferences.

5.20 Other general meetings of the board may be held without notice at such time and place as the board may fix from time to time.

5.21 Special Meetings. Special meetings of the board for any purpose may be called at any time by the chair of the board, if any, the president or any vice president, the secretary, or any two directors.

5.22 Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each director by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.

5.22.1 Notices sent by first-class mail shall be deposited in the United States mails at least 4 days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least 24 hours before the time set for the meeting.

5.22.2 The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

5.23 Quorum. The quorum for the Board of Directors shall be a majority of the voting board. Every action taken or decision made by a majority of the voting directors present at a duly held meeting at which a quorum is present shall be an act of the board.

5.24 Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

5.25 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

5.26 Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

5.27 Board Action Without Meeting. Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board. Action without a meeting requires the unanimous consent of all directors, not just the consent of a quorum.

ARTICLE 6: OFFICERS

6.1 Election of Officer-Directors shall be conducted once each calendar year during an annual general meeting of SUGA or via online, electronic means. The officer-directors shall be the President, President-Elect, Treasurer, Secretary, Past President and Past Treasurer. The members shall elect a President-Elect annually, and biennially shall elect a Treasurer and Secretary when the terms of the holders of those offices have expired.

6.2 Elections shall be by ballot except when there is only one nominee for an office, at which time the vote for that office may be by voice. It shall require a majority vote of those eligible members voting during the annual election. If a candidate does not receive a majority vote, a second ballot shall continue until one receives a majority. In the event of an online, electronic election the timeline of such election shall begin in the month of April and conclude with the newly elected officers and appointed members taking office August 1 at 12:01 A.M.

6.3 Nominations will be open the calendar month of April beginning on the first Monday in April and closing at 11:59 P.M. April 30.

6.3.1 The voting shall occur from May 15 at 12:01 A.M. through June 15 at 11:59 P.M.

6.3.2 Directors at Large shall be appointed via telephone interview.

6.3.3 Newly elected Officers and Director(s) at Large shall attend the July Board of Directors meeting.

6.4 The President-Elect shall serve as such for the first year following his or her election. In the second year, the President-Elect shall become the President. In the third year, the President-Elect shall become the Past President.

6.5 The Treasurer shall serve as such for the first two years following his or her election. In the third year, the Treasurer shall become the Past Treasurer.

6.6 President. The President shall:

6.6.1 Preside at all meetings of SUGA and meetings of the Board of Directors.

6.6.2 Appoint special committees/representation as necessary, with the approval of the Board of Directors.

6.6.3 Have general supervision of SUGA activities.

6.6.4 Perform other duties as may be required.

6.6.5 Have a term of office of 1 year or until the next annual election.

6.6.6 Assume the office of Past President in the year immediately following the Presidency.

6.6.7 Have previously served on the SUGA Board of Directors or as a SUGA Advisory Member to qualify.

6.7 President-Elect. The President-Elect shall:

6.7.1 Preside in the absence of, or at the request of, the President.

6.7.2 Assume the office of President if a vacancy in that position occurs prior to the end of the regular term.

6.7.3 Perform other duties as may be required.

6.7.4 Have a term of office of 1 year or until the next annual election.

6.7.5 The President-Elect assumes the office of the President in the year immediately following the term as President-Elect.

6.7.6 Have previously served on the SUGA Board of Directors or as a SUGA Advisory Member to qualify.

6.8 Treasurer. The Treasurer shall:

6.8.1 Ensure the collection of all money due to SUGA and keep an accurate record.

6.8.2 Ensure that all SUGA funds are deposited into the SUGA bank account and all monies received from fees or other sources are accounted for.

6.8.3 Oversee the recording of all financial transactions of SUGA to insure accurate and adequate reporting.

6.8.4 File all necessary tax returns.

6.8.5 At the expense of SUGA, is a custodian, under bond, of all monies belonging to the organization and for the proper performance of the Treasurer duties.

6.8.6 Make a financial report at Board meetings and at the SUGA Annual Meeting.

6.8.7 Arrange for and actively participate in the annual audit, working with the contract auditor, SUGA staff and other Board members as needed.

6.8.8 Perform other duties as required.

6.8.9 Have a term of office of 2 fiscal years, or until the next annual election thereafter.

6.8.10 Assume the office of Past Treasurer immediately following the completion of the term as Treasurer.

6.8.11 In order to avoid an internal control deficiency and maintain an unqualified audit opinion, the Treasurer shall demonstrate sufficient skills, knowledge and experience to review and understand the financial statements and footnote disclosures prepared by the independent external auditor, thereby determining accurate presentation of the organization's financial position.

6.9 Secretary. The Secretary shall:

6.9.1 Keep an accurate record of all meetings and actions taken at all meetings of SUGA and Board of Directors.

6.9.2 Conduct correspondence for SUGA as necessary.

6.9.3 Perform other duties as may be required.

6.9.4 Have a term of office of 2 years, or until the next annual election thereafter.

6.10 Past President, Past Treasurer, and Non-Officer Directors. The Past President, Past Treasurer, and Non-Officer Directors shall:

6.10.1 Participate in meetings of SUGA and the Board of Directors.

6.10.2 Perform other duties as may be required.

6.10.3 Have a term of office of 1 year or until the next annual election.

6.11 Outgoing officers shall transfer permanent records of the Board of Directors to their successors within 60 days of the end of their term or no later than the annual Board of Director's meeting.

6.12 A midterm vacancy in the office of the President shall be filled by the President-Elect. A midterm vacancy in any other office shall be filled by an appointment by the President with approval of the Board of Directors. Appointee must have previously served on the SUGA Board of Directors or as a SUGA Advisory member to qualify.

6.13 A Letter of Commitment from their employer shall be required from a newly appointed or elected officer to the SUGA Board of Directors.

ARTICLE 7: AMENDMENTS

7.1 As provided in the Articles of Incorporation, the Board of Directors may provide such Bylaws for the governing of the corporation and the carrying out of its purposes as it may deem necessary. The Bylaws may be repealed or amended and new Bylaws may be adopted by the Board of Directors.

7.2 Any member of SUGA may propose an amendment to the Bylaws by submitting it in writing to the President of the Board of Directors at any time.

ARTICLE 8: ADVISORS

8.1 All decisions related to SUGA operations and activities are made solely by the duly elected Board of Directors and appointed Directors at Large.

8.2 The SUGA Board of Directors as needed may appoint individuals to serve as advisors to SUGA and to participate in specific meetings or activities.

8.2.1 Advisors have no Board voting rights.

8.2.2 Advisors may be asked to attend official SUGA Board of Directors meetings.

8.2.3 Advisors shall be reimbursed for reasonable expenses related to SUGA business and activities. They may also receive a waiver of International Conference fees if their organization is an active SUGA member. Other Advisor reimbursements may be granted by roll call vote of the Board of Directors.

8.3.4 Advisors shall provide a Letter of Commitment from their employer upon an initial appointment to the SUGA Board.

ARTICLE 9: CONTRACTING

9.1 General

9.1.1 The Board of Directors shall have the authority to contract for personal services to maintain or advance the best interests of the Corporation or to assist any officer(s) to carry out assigned duties. The Board shall not contract with any active member of this organization without full disclosure to SUGA membership through any of the following methods: e-mail, website or verbally at training event or duly advertised member meeting.

9.1.2 Terms of each written contract, its purpose and anticipated cost shall be approved by a majority vote of the Board of Directors. Results obtained under each contract shall be reported to the membership at the next annual general meeting.

9.2 Relationship

9.2.1 Any individual, partnership, or corporation under contract to the organization shall be without authority to financially obligate the members or officers of this organization in any manner except as directed by the Board of Directors. Each contractor shall serve the organization only within the limits set by and to the extent designated by the Board of Directors in the contract or by the official minutes of the Board of Directors and for the term designated by that Board.

ARTICLE 10: DISSOLUTION

10.1 SUGA may be dissolved by a two-thirds vote of votes cast, provided that all members have received notice, in writing, at least twenty days prior to the meeting at which such dissolution is to be considered.

10.2 In the event that it has not been possible to hold a general meeting within a period of eighteen consecutive calendar months, the Board of Directors may declare SUGA dissolved.

10.3 Any assets remaining after payment or provision for payment, of all liabilities shall be donated by the Board of Directors to one or more organizations operated for charitable purposes.

ARTICLE 11: CORPORATE RECORDS

11.1 Corporate Records. This corporation shall keep the following:

11.1.1 Adequate and correct books and records of account;

11.1.2 Minutes of the proceedings of its members, board, and committees of the board; and

11.1.3 A record of each member's name, address, and class of membership.

11.2 The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

11.3 Members' Inspection Rights. Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

11.3.1 Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on 5 days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or

11.3.2 Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of 10 days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

11.4 The corporation may, within 10 business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

11.5 If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

11.6 Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation.

11.7 Inspection of Accounting Records and Minutes. On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

11.8 Inspection of Articles and Bylaws. This corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, that shall be open to inspection by the members at all reasonable times during office hours. Alternatively, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

11.9 Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, and documents of every kind, and to inspect the physical properties of the corporation. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

Amended June, 2006

Amended June, 2007

Amended June 2008

Amended June, 2011

Amended May, 2013

Amended August, 2013

Amended September, 2014

Amended August, 2015

Amended December 2015

Amended June, 2016

Amended March 2017

Amended May 2018

Amended October, 2018

CERTIFICATE OF SECRETARY

I certify that I am duly elected and acting Secretary of SUGA Education, Training & Development, Inc.; that these Bylaws, consisting of 22 pages, are the Bylaws of this corporation as adopted by the Board of Directors/members on November 15, 2018; and that these Bylaws have not been amended or modified since that date.

Executed on November 15, 2018, at Meridian, MS

A handwritten signature in cursive script that reads "Sharon Allen".

Sharon Allen, Secretary