

BY-LAWS OF SHRUG, INC., A NOT-FOR-PROFIT CORPORATION

ARTICLE I ORGANIZATION

1. The name of the organization shall be SHRUG, INC.
2. The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE II PURPOSES

This corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, SHRUG shall form an alliance of multidiscipline Geographic Information Systems (GIS) professionals and users focused in the Tallahassee regional area to promote and support the use of GIS.

ARTICLE III MEMBERSHIP

Membership in this organization shall be open to all interested GIS professionals and users located in or conducting business in the Seven Hills Region (North Florida/Tallahassee area).

Any member of SHRUG, Inc., can be considered a "Founding Member" through a nominal volunteer contribution of no less than \$15.00, which will be deposited into SHRUG's general fund.

ARTICLE IV MEETINGS

Meetings of this organization shall be held four times a year. The date of the regular "quarterly" meeting shall be set by the Board of Directors who shall also set the time and place that event.

The Secretary shall cause to be mailed (via e-mail) to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such "quarterly" meetings.

Regular meetings of this organization shall be held at the facilities of a member's organization on a volunteer basis.

The presence of not less than 50% percent of the "Founding Members" shall constitute a quorum and shall be necessary to conduct the business of this organization. A quorum as herein before set forth shall be required at any adjourned meeting.

The president may call special meetings of this organization when he/she deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and who called it. At the request 50% of the members of the Board of Directors, including Incorporator and the Registered Agent or 75 % percent of the members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V VOTING

At all meetings, except for the election of officers and directors, all votes shall be by voice. Simple majority of the general membership shall determine all voting results.

ARTICLE VI ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

ARTICLE VII BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of four members, together with the Incorporator, and the Registered Agent of this organization. The Incorporator and/or Registered Agent may be part of the Board of Directors, if elected. At least one of the directors elected shall be a resident of the State of Florida and a citizen of the United States.

The corporation's officers shall include a President/Director, Vice President/Director, Secretary/Director, and Treasurer/Director. The officers will be elected and will hold office for a term of one year beginning on the first day of the calendar year. Nominations for elected officers shall be solicited from all members previous to each Fall Quarterly meeting via SHRUG's e-mail list service. Nominated members shall accept or decline the nominations at the Fall Quarterly meeting; nominated members or their proxy not present at the Fall Quarterly meeting to accept their nomination shall not be placed on the election ballot. Elections shall take place via SHRUG's e-mail list service during the month of November and ballots shall be open for a period of ten (10) workdays. Directors shall be elected according to the by-laws.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

More than 50% of the members of the Board of Director, Incorporator and Registered Agent shall constitute a quorum and the meetings of the Board of Directors shall be held quarterly.

Each director shall have one vote which can be submitted by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

The Board of Directors shall select from one of their members a secretary.

A director may be removed when sufficient cause exists for such removal and if 80% of the Board of Directors (including the Incorporator and Registered Agent). The Board of Directors may entertain charges against any director. .

ARTICLE VIII OFFICERS

The initial officers of the organization shall be as follows:

President/Director: William Pollock
Vice President/Director: Patrick Pence
Secretary/Director: Ruth Roaza
Treasurer/Director: Lee Hartsfield
Incorporator/Director: Brian D. Pierce
Registered Agent/Director: Jay Johnson

The President shall preside at all membership meetings. He/She shall by virtue of his/her office be Chairman of the Board of Directors. He/She shall present at each annual meeting of the organization an annual report of the work of the organization. He/She shall appoint all committees, temporary or permanent. He/She shall see all books, reports and certificates required by law are properly kept or filed. He/She shall be one of the officers who may sign the checks or drafts of the organization. He/She shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he/she had been the duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his/her duty to file any certificate required by any statute, federal or state. He/she shall give and serve all notices to members of this organization. He/She shall be the official custodian of the records and seal of this organization. He/She may be one of the officers required to sign the checks and drafts of the organization. He/She shall present to the membership at any meetings any communication addressed to him as Secretary of the organization. He/She shall submit to the Board of Directors any communications, which shall be addressed to him as Secretary of the organization. He/She shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He/She must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He/She shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He/She shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE IX SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE X DEBT OBLIGATION AND PERSONAL LIABILITY

No member or officer of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members or officers be subject to the payment of the debts or obligations of this corporation.

ARTICLE XI COMMITTEES

The Board of Directors shall appoint all committees of this organization and the Board of Directors shall determine their term of office.

ARTICLE XII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 75% percent of the "Founding Members".

These By Laws were approved at a meeting of the Board of Directors of SHRUG, Inc., on August 21, 2002.