

BYLAWS
OF
OUR TASK, INC.

Adopted: February 26, 2009

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BYLAWS
OF
OUR TASK, INC.

Formed under the Virginia, Nonstock Corporation Act, Section 10,
Title 13.1 of the Code of Virginia (the Code)

ARTICLE I. *Definitions:*

Section 1.01. *Scope:* Unless otherwise stated in these By-Laws, all of the terms used in these By-Laws are defined in Section 13.1-803 of the Code. All terms shall have the same meaning as the same terms set forth in Section 13.1-803 of the Code.

ARTICLE II. *Offices:*

Section 2.01. *Principle Office:* The principal office of the Corporation shall be located at 1900 N. Harvard Street, Arlington, Virginia 22201.

Section 2.02 *Additional Office:* The Corporation may maintain additional offices at such other places designated by the Board of Trustees. The Corporation shall continuously maintain within the Commonwealth of Virginia a registered office at a place designated by the Board of Trustees.

ARTICLE III. *Members:*

Section 3.01. *Members Prohibited to Participate in Governance of the Organization:* There shall be no members participating in governance of the Corporation within the meaning of Section 13.1-803 of the Code of Virginia.

ARTICLE IV. *Board of Trustees:*

Section 4.01. *Power of Board:* All corporate powers shall be exercised by, or under the authority of, and the business of the Corporation shall be managed under the direction of, the Board of Trustees.

Section 4.02. *Residency Qualification for Trustees:* A trustee does not need to be a resident of the Commonwealth of Virginia.

Section 4.03. *Number of Trustees:* The number of trustees that constitute the entire Board of Trustees shall not be less than one (1) or no more than seven (7). The number of

trustees may be increased or decreased by amendment of these Bylaws or by action of the Board.

Section 4.04. *Classes of Trustees:* The Board of Trustees shall be divided into two classes, Class A Trustees and Class B of Trustees.

Section 4.05. *Class A Trustees:* Class A trustees shall be elected and serve in accordance with Section 4.06 herein. The number of trustees in Class A shall be determined by the Board of Trustees.

Section 4.06. *Election and Term of Class A Trustees:* At each annual meeting of the Board of Trustees, the trustees then in office shall elect trustees where a current term is set to expire. Each trustee elected to Class A shall hold office for a term of two years until the annual Board meeting in the second year after the trustee's most recent election and until a successor has been duly elected and qualified. No trustee elected to Class A shall serve more than two consecutive terms. The number of trustees in Class A shall not be less than (1) or no more than seven (7).

Section 4.07. *Class B Trustees:* Class B trustees shall be titled Sustaining Trustees and they shall serve for life. Class B trustees shall consist of individuals who have demonstrated an enduring commitment to the Corporation and have made outstanding contributions to the Corporation's success. The number of trustees in Class B shall not be less than (1) or no more than three (3).

Section 4.08. *Election of Class B Trustees:* At any annual meeting, the trustees may elect a Class B Trustee to the Board by a majority vote. An individual shall be elected to become a Class B Trustee only if there is a vacancy in that class.

Section 4.09. *Newly-Created Trusteeships and Vacancies:* Newly-created trusteeships available on the Board for any reason shall be filled by vote of the trustees at any annual or special meeting. If the trustees remaining in office constitute less than a quorum of the Board, such vacancy shall be filled by the vote of the majority of trustees remaining in office. A trustee elected to fill a vacancy shall hold office until the next annual meeting of the trustees and until his or her successor is elected and qualified.

Section 4.10. *Removal of Trustees:* Except as otherwise provided in the Articles of Incorporation, any trustee may be removed, with or without cause at any time, by vote of the majority of trustees who are: 1) not being considered for removal and 2) who are present.

Except as otherwise provided by law or restricted by the Articles of Incorporation or these Bylaws, any one or more of the trustees may be removed with or without cause at any time by action, vote, or resolution of the Board, provided there is a quorum of not less than a majority of the entire Board present.

A trustee may be removed only at a meeting called for that purpose, and the meeting

notice must state that the purpose or one of the purposes, of the meeting is the removal of the trustee or trustees.

Section 4.11. *Resignation of a Trustee:* Any trustee may resign at any time by delivering written notice to the Board of Trustees, its Chairman (if any), the President, or the Secretary. Such resignation shall take effect when such notice is delivered unless the notice specifies a later effective date.

Section 4.12. *Quorum of Trustees and Voting:* Unless a greater proportion is required by law or by the Articles of Incorporation or these Bylaws, a majority of trustees present shall constitute a quorum for the transaction of business or of any particular business; and, except as otherwise provided by law or the Articles of Incorporation or these Bylaws, the vote of a majority of the trustees present at the meeting at the time of a vote, if a quorum is then present, shall be the act of the Board.

Section 4.13. *Meetings of the Board:* An annual meeting of the Board of Trustees shall be held each year at such time and place as shall be fixed by the Board, for the election of officers and trustees and for the transaction of such other business as may properly come before the meeting.

Section 4.14. *Informal Actions by Trustees; Meetings by Conference Telephone:* Any action required or permitted to be adopted at any meeting of the Board of Trustees shall be adopted without a meeting if all Board members consent in writing, email or any other form of written communication. The Trustee either before or after such action is adopted shall sign their written consent. Each written consent shall either be included in the minutes or filed with the corporate records. Informal actions taken by the Board shall be included in the minutes and approved at the next meeting of the Board of Trustees.

Section 4.15. *Methods of Participation in Board Meetings:* Any one or more trustees may participate in a regular or special meeting of the Board of Trustees by means of conference telephone or similar communications equipment. A trustee participating in a meeting by such means is deemed present in person at the meeting.

Section 4.16 *Compensation of Trustees:* The Corporation may pay compensation in reasonable amounts to trustees for services rendered. Such service shall not conflict with Our Task Inc., Conflict of Interest Policy. The amount of the compensation to such Trustee shall be an amount to be fixed by the affirmative vote of a majority of the entire Board of Trustees.

ARTICLE V. BOARD MEETINGS:

Section 5.01. *Timing:* Regular or special meetings of the Board shall be held at such times that may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the Chairman of the Board, if any, by the Vice-Chairman of the Board, if any, by the President, or by any two (2) trustees.

Section 5.02. *Location of Meetings:* Regular or special meetings of the Board of Trustees may be held in or out of the Commonwealth of Virginia.

Section 5.03. *Notice:* Board members and trustees are not required to receive notice for regular meetings. However, notice of each special meeting of the Board shall be given to each trustee. Notice of any meetings of the Board may be given by any form of written or electronic transmission consented to by the trustee to whom the notice is given. One week's notice shall be given of any special or regular meeting.

Section 5.04. *Form of Notice:* A notice, or waiver of notice, need not describe the purpose of any special meeting of the Board of Trustees.

Notice of a meeting of the Board of Trustees need not be given to any trustee entitled to such notice who submits a signed and written waiver of notice before or after the date and time stated in such notice. A trustee's participation in or attendance at a meeting waives any required notice to him of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such trustee objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action at the meeting.

ARTICLE VI. Committees:

Section 6.01. *Committees:* A majority of the Board of Trustees may create one or more committees and appoint members of the Board and others to serve on them. Each committee may have two or more trustees who serve at the pleasure of the Board. To the extent and only to the extent specified by the Board of Trustees, each committee may exercise the authority of the Board, except that a committee may not exercise authority prohibited by law.

Section 6.02. *Committee Rules:* Unless otherwise stated in these By-Laws Committee Rules shall be governed by Sections 13.1-864 through 13.1-868 of the Virginia Nonstock Corporation Statute, as now in effect or as may hereafter be amended, or any other statutory provision governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Trustees applies to committees and committee members as well.

ARTICLE VII. *Officers, Agents, and Employees:*

Section 7.01. *Officers:* The Corporation shall have officers with such titles and duties that are stated in a resolution of the Board of Trustees and not inconsistent with these Bylaws. The same individual may hold more than one office at the same time. The President may appoint one or more officers or assistant officers.

Section 7.02. *Term of Office and Removal:* Each officer shall hold office for a term to begin from the date of appointment and until a successor has been appointed and qualified. All officers, unless appointed by another duly appointed officer, shall be appointed at the annual meeting of the Board of Trustees. Any officer may be removed by the Board at any time with or without cause. Election or appointment of an officer shall not of itself create any contract rights in the officer or the Corporation.

Section 7.03. *Resignation:* Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective date, the resignation shall be effective when the notice is delivered to the Corporation.

Section 7.04. *Agents and Employees:* The Board of Trustees may appoint contractors, agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time, with or without cause. Removal without cause shall be without prejudice to the person's contractual rights, if any, and the appointment of such person shall not itself create contractual rights.

Section 7.05. *Compensation of Officers, Contractors, Agents, and Employees:* The Corporation may pay compensation in reasonable amounts to contractors, agents, and employees for services rendered, such amounts to be fixed by the Board or, if the Board so delegates the power to an officer or officers, by such officer or officers. The Board may require officers, agents, or employees to give security for the faithful performance of their duties.

ARTICLE VIII. *Chapters:*

Section 8.01. *Definition:* A chapter is an incorporated association of individuals who have joined together to further the interests of Our Task, Inc. and which has signed a Chapter Agreement prepared by Our Task, Inc.

Section 8.02. *Formation:* The Board may, at its discretion, create or authorize the creation of any number of chapters it deems appropriate.

Section 8.03. *Chapter Rules:* The bylaws, acts, and decisions of all chapters must be in accordance with Our Task's Articles of Incorporation, these Bylaws, and all acts of the Board of Trustees of Our Task, Inc.

Section 8.04. *Policies:* The Board of Trustees may establish policies and guidelines for chapters and any other affiliation.

ARTICLE IX. *Miscellaneous:*

Section 9.01. *Fiscal Year:* The fiscal year of the Corporation shall be either the calendar year or such other period that may be fixed by the Board of Trustees.

Section 9.02. *Corporate Seal:* The corporate seal, if any, shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "Virginia" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Trustees.

Section 9.03. *Checks, Notes, and Contracts:* The Board of Trustees shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign contracts, notes, or other evidence of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 9.04. *Books and Records:* The Corporation shall keep at its office correct and complete books and records of the account, the activities and transactions of the Corporation, the minutes of the proceedings of the Board of Trustees and any committee of the Corporation, and a current list of trustees and officers of the Corporation and their residence addresses. Any of the books, minutes, and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 9.05. *Amendment of Articles of Incorporation and Bylaws:* The Articles of Incorporation of the Corporation may be adopted, amended, or repealed in whole or in part by two-thirds vote of the trustees then in office. The Bylaws of the Corporation may be adopted, amended, or repealed in whole or in part by a majority vote of the Board of Trustees.

Section 9.06. *Indemnification and Insurance:* The Corporation may indemnify any trustee, any former trustee, and any person who, while a trustee of the Corporation, may have served at its request as a director, officer, partner, trustee, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, and may, by resolution of the Board of Trustees, indemnify any officer, employee, or agent against any and all expenses and liabilities actually, necessarily and reasonably incurred by or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made

a party by reason of being or having been such trustee officer, employee or agent; subject to the limitation, however, that there shall be no indemnification unless such person: (1) conducted himself or herself in good faith; (2) believed in the case of conduct in his official capacity with the Corporation that his conduct was in the best interest of the Corporation and in all other cases that his or her conduct was at least not opposed to the best interests of the Corporation; or (3) in the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. Further, there shall be no indemnification in connection with proceedings in which (1) the trustee, officer, employee, or agent was judged liable to the Corporation; or (2) improper personal benefit is charged.

The Corporation shall, upon order of a court of competent jurisdiction, indemnify a trustee who entirely prevails in the defense of any proceeding to which he was a party because he or she was or is a trustee of the Corporation, for reasonable expenses incurred by him or her in connection with the proceedings.

Reasonable amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; judgments; fines and penalties against, and the amounts paid in settlement by, such trustee, officer, employee, or agent. The Corporation may pay for or reimburse the reasonable expenses in advance of final disposition of the proceeding provided that the provisions of § 13.1-878 of the Virginia Nonstock Corporation Act are met.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such trustee, officer, or employee may be entitled under any statute, bylaw, agreement, vote of the Board of Trustees, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Trustees may authorize the purchase and maintenance of insurance on behalf of any trustee, officer, employee, or agent of the Corporation against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity or who is or was serving at the request of the Corporation as a trustee, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or otherwise; or out of acts taken in such capacity, whether or not such indemnification would be required by law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986 ("the Code"), as now in effect or as may hereafter be amended. Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §§

4941(d) or 4945(d), respectively, of the Code. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such action is inconsistent with § 4958 of the Code or any provision in the Code applicable to corporations described in § 501(c)(3) of the Code.

If any part of this Article shall be determined in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.