

BYLAWS

OF SUGA Education, Training & 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 & 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 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 provide assistance for furthering the education of software users in the public sector;

2.2.2 SUGA members eligible for assistance shall be defined as members who paid membership dues in any fiscal year spanning 2001 and after, and are a current registered member.

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 Is a current registered SUGA member; 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 Good Standing. Members who have registered and paid any required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

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

3.5.1 Resignation of the member;

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

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

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

3.5.5 Termination of membership under Section 3.8 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.

3.6 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.

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

3.8 Procedure. If grounds appear to exist for suspending or terminating a member under Sections 3.5 and 3.6 of these Bylaws, the following procedure shall be followed:

3.8.1 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.

3.8.2 A written statement by the suspended party may be considered by the board or by a committee or person authorized by the board to determine whether the suspension or termination should occur.

3.8.3 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.

3.8.4 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.

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

ARTICLE 4: BOARD OF DIRECTORS

4.1 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.

4.2 Number of Directors. The Corporation shall have three (3) to five (5) 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.

4.3 Appointment of Directors. The Board of Directors shall appoint the officer-directors as provided in ARTICLE 5 below.

4.4 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.

4.5 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.

4.6 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.

4.7 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.

4.8 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.

4.9 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.

4.10 Resignation of Directors. Except as provided below, any director may resign by giving written notice to the Chair or Co-Chair 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.

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

4.12 Vacancies Filled by Board. 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.

4.13 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.

4.14 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.

4.15 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:

4.15.1 Each director participating in the meeting can communicate concurrently with all other directors.

4.15.2 Each director 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.

4.16 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.

4.17 Special Meetings. Special meetings of the board for any purpose may be called at any time by the chair or co-chair of the board, or any two directors.

4.18 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.

4.18.1 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.

4.18.2 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.

4.19 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.

4.20 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.

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

4.22 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.

4.23 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 5: APPOINTMENT OF OFFICERS AND DIRECTORS

5.1 Appointment of Officers and Directors shall be conducted once each calendar year during an annual organizational meeting of the Board of Directors. The officers of the Board shall be the Chair and Co-chair. The other directors shall be at-large.

5.2 Terms of Directors. Directors shall be appointed to Board for terms of 3 years.

5.3 The director appointed to the office of Co-Chair shall serve as such for the first year following his or her appointment. In the second year, the director shall become the Chair. In the third year, the director shall be come a director at-large.

5.4 Chair. The Chair shall:

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

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

5.4.3 Have general supervision of SUGA activities.

Provide oversight of financial services and serve as authorized signer at financial institutions.

5.4.4 Perform other duties as may be required.

5.5 Co-Chair. The Co-Chair shall:

5.5.1 Preside in the absence of, or at the request of, the Chair.

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

5.5.3 In the absence of, or at the request of the chair will assume responsibilities for financial services and account signatory.

5.5.4 Perform other duties as may be required.

ARTICLE 6: AMENDMENTS

6.1 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.

6.2 The Board of Directors shall also have the power to amend the corporation's Articles of Incorporation.

ARTICLE 7: ADVISORS

7.1 All decisions related to SUGA operations and activities are made solely by the Board of Directors.

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

7.2.1 Advisors have no Board voting rights.

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

7.2.3 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.

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

ARTICLE 8: CONTRACTING

8.1 General

8.1.1 The Board of Directors shall have the authority to contract for professional services to maintain or advance the best interests of the Corporation or to assist any officer(s) to carry out assigned duties.

8.1.2 Terms of each written contract, its purpose and anticipated cost shall be duly approved by the Board of Directors.

8.2 Relationship

8.2.1 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 9: DISSOLUTION

9.1 SUGA may be dissolved by the Board of Directors.

9.2 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 10: CORPORATE RECORDS

10.1 Corporate Records. This corporation shall keep the following:

10.1.1 Adequate and correct books and records of account;

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

10.1.3 A record of each member's name, contact information, and status.

10.2 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.

10.3 Members' Inspection Rights. Unless the corporation provides a reasonable alternative as provided below, any member may for a purpose reasonably related to the member's interest as a member inspect and copy the records containing members' names and addresses during usual business hours on 5 days' prior written demand on the corporation. The request must state the purpose for which the inspection and copying are requested.

10.4 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.

10.5 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.

10.6 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.

10.7 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.

10.8 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 corporation 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.

10.9 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

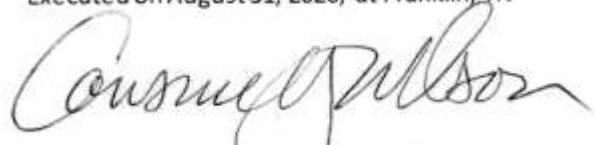
Amended February 20, 2020

Amended August 31, 2020

CERTIFICATE OF SECRETARY

I certify that I am duly appointed and acting as Secretary of SUGA Education, Training & Development, Inc.; that these Bylaws consisting of 10 pages, are the Bylaws of this corporation as adopted by the Board of Directors on August 31, 2020; and that these Bylaws have not been amended or modified since that date.

Executed on August 31, 2020, at Franklin, TN

A handwritten signature in cursive script that reads "Consuela Wilson". The signature is written in black ink and is positioned above the printed name.

Consuela Wilson, Chair acting as Secretary