

ELIZABETH MORSE GENIUS FOUNDATION

BY-LAWS

ARTICLE I

The name of the corporation is

ELIZABETH MORSE GENIUS FOUNDATION.

ARTICLE II

OFFICE

1. The office of the corporation shall be located in the City of Wilmington, State of Delaware.

2. The corporation may also have offices at such other places, either withing or without the State of Delaware, as the board of trustee-members may from time to time determine.

ARTICLE III

BOARD OF TRUSTEE-MEMBERS

1. The membership of the corporation shall consist of not less than three persons. The election of a person as Trustee shall likewise be an admission to membership in the corporation and the annual meeting of the Board of Trustee-Members as hereinafter provided for shall be construed also to be the annual meeting of the Members of the corporation for all purposes for which an annual meeting of the Members may be required by the statues of the State of Delaware. There shall be two classes of Trustee-Members with voting rights: Founding Members and Members at Large.

Founding Members shall be re-elected as hereinafter provided for as long as they are willing to act and are able to serve. The individual serving as Trustee-Members on May 1, 2014, whose names are herein set forth are designated as Founding Members:

Richard L. Baker
Mary W. Christian
Herbert W. Holm
Richard M. Strauss
R. Michael Strickland
Harold A. Ward, III
Douglas A. Woodman
Victor E. Woodman

All other Trustee-Members elected after May 1, 2014, shall be chosen as Members At Large. Except in the case of the President, no Member at Large shall serve more than six consecutive years. Any Member at Large who has completed terms totaling six years may not again serve as a Member at Large until at least one year has elapsed after the end of such person's most recently completed term. No change in this paragraph shall be made unless originally proposed by the Founding Members and approved by the Founding Members. This provision shall be applicable until such time as there are no remaining Founding Members. The President of the corporation shall not be subject to the term limits set forth in this paragraph.

2. At the annual meeting of the trustee-members shall fix the number of trustee-members for the ensuing year.

3. The term of office of trustee-members shall be of the duration of two years. The trustee-members of the corporation shall meet annually for the transaction of such business as may properly come before the meeting. Meetings may be held and the corporation books may be kept at such place within or without the State of Delaware as may be designated in the notice and shall be held on the 15th day of March in each year, if not a legal holiday, and if a legal holiday, then on the next secular day following at 11:00 A.M.

4. Special meetings of the trustee-members, for any purpose or purposes may be called by the president or secretary on two days' notice, on the written request of two trustee-members.

5. Notice of meetings shall be served personally or by mail, postage prepaid, upon each trustee-member not less than ten nor more than forty days

before the meeting, and if mailed, shall be directed to each trustee-member at his address as it shall appear on the records of the corporation.

6. Any action which may be taken at any annual or special meeting may be taken at a meeting of the trustee-members without notice and without the lapse of any period of time if notice is waived in writing by every trustee-member of the corporation.

7. Each trustee-member shall continue in office until his successor shall have been qualified and elected, except in the case of trustee-members who resign or are removed. All trustee-members shall be elected from among the trustee-members of the corporation by an affirmative vote of at least two-thirds of the total number of trustee-members at the time.

8. At all meetings of the board of trustee-members, a majority of the trustee-members of the corporation shall be a quorum.

ARTICLE IV

OFFICERS

1. The officers of the corporation shall be a Chairman of the Board of Trustee-Members, a President, one or more Vice-presidents, a Secretary and a Treasurer. The Chairman and President shall be chosen from the Board of Trustee-Members. The officers shall be elected by the Board of Trustee-Members and shall hold office at the pleasure of the Board of Trustee-Members, all officers being subject to removal with or without cause. The offices of Chairman and President and the offices of Secretary and Treasurer may be held by the same person.

2. The corporation may have such other assistant officers, agents and employees as shall be determined from time to time by the board of trustee-members.

3. The Chairman of the Board, or in his or her absence the President, shall preside at all meetings of the Board of Trustee-Members. Either officer may execute all instruments requiring execution by the Chairman or President. Both officers shall be ex officio members of all standing committees.

4. The vice-presidents in the order of their rank shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, subject to the control of the board of trustee-members and shall perform such other duties as shall from time to time be imposed by the trustee-members.

5. The secretary shall attend all meetings of the trustee-members; shall record all the proceedings and votes of the meetings of trustee-members, and may sign the notices for meetings thereof, and shall perform, in general, the duties incident to the office of secretary subject to the control of the board of trustee-members and to the provisions of these by-laws.

6. The treasurer shall have the care and custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of all moneys received and paid by him on account of the corporation; he shall exhibit such books of account and records to any of the trustee-members at any time upon request at the office of the corporation and shall render a detailed statement to the trustee-members as often as they shall require it. He may execute all instruments requiring the signature of the treasurer. He may be required to give bond for the faithful discharge of his duties.

ARTICLE V

COMMITTEES

1. By resolution of the board of trustee-members, committees consisting of two or more members of the board of trustee-members may be vested with the immediate supervision of particular activities of the corporation.

2. Each committee shall have such powers and duties and such term of existence as shall be prescribed by the board of trustee-members.

ARTICLE VI

FUNDS AND SECURITIES

1. The board of trustee-members may authorize any officer or officers, in the name of and on behalf of the corporation to enter into any contract or execute and delivery any instrument, or to sign checks, drafts or other orders for the payment of money or notes of other evidences of indebtedness, and such authority may be general or confined to specific instances; and, unless so authorized by the board of trustee-members, no officer shall have power or authority to bind the corporation by any contract or engagement or to render it pecuniarily liable for any purpose or to any amount.

2. No loan shall be contracted on behalf of the corporation and no negotiable paper shall be issued in its name unless authorized by the vote of the board of trustee-members. When authorized by the board of trustee-members so to do, any officer of the corporation may effect loans and advances at any time for the corporation from any bank, trust company or other institution, or from any firm, corporation or individual. Such authority may be general or confined to specific instances.

3. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of trustee-members may select, or as may be selected by an officer or officers of the corporation to whom such power may from time to time be delegated by the board of trustee-members.

ARTICLE VII

SEAL

The seal of the corporation shall be circular in form and shall bear the name of the corporation, the year of its organization, and the words "corporate seal, State of Delaware".

ARTICLE VIII

FISCAL YEAR

The fiscal year shall be fixed by resolution of the board of trustee-members.

ARTICLE IX

NOTICES

Whenever, under the provisions of these by-laws, the certificate of incorporation or any statute, notice is required to be given to any trustee, officer or member, it shall not be construed to be a personal notice, but such notice may be given in writing by mail or by telegram, addressed to such trustee, officer or member at such address as appears on the books of the corporation. Any trustee, officer or member may waive any notice required to be given by law, the certificate of incorporation or these by-laws.

ARTICLE X

AMENDMENTS

These by-laws may be altered, amended or repealed at any annual or special meeting of the board of trustee-members by the two-thirds vote of the entire board of trustee-members, provided notice of intention to amend the by-laws shall be mailed to each trustee at least five days before the meeting.