

**BYLAWS OF KETTERING BACKPACK, INC.
BOARD OF DIRECTORS**

**ARTICLE I
Meetings of Directors**

Section 1. The regular meetings of this Board of Directors shall be held at the principal place of business of the Corporation or other appropriate place not less than once each quarter. The Board shall determine its own meeting time.

Section 2. Special meetings of the Board of Directors may be held on the call of the CEO or any two (2) Board members. All members of the Board shall be notified of date, time, and place of any special meetings called.

**ARTICLE II
Forfeiture for Absence**

Any member of the Board who shall fail to attend four (4) consecutive meetings of the Board without proper excuse by the President may be expelled from the Board and his position as a member of the Board may be filled by appointment of a majority vote of the remaining members of the Board. All members must advise the Secretary to the Board prior to the meeting date if unable to attend.

**ARTICLE III
Quorum**

A majority of the regular members of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the members of the Board.

**ARTICLE IV
Order of Business**

The order of business of the meetings of this Board shall be as follows:

- a. Roll call
- b. Reading of minutes not previously read
- c. Reports of officers
- d. Reports of committee heads
- e. Election of officers when necessary
- f. Appointment of committee heads when necessary
- g. Unfinished business
- h. Adjournment

The Chair of the Board may change the agenda at his discretion.

ARTICLE V
Standing Committees

Section 1. This Board of Directors shall have three (3) standing committees: Executive Committee, Finance Committee and Nominating Committee. The Standing Committees shall serve at the pleasure of the Board of Directors.

Section 2. The Board of Directors shall appoint an Executive Committee which shall consist of such number of Directors, not less than three (3), as the Board of Directors shall from time to time designate.

The Executive Committee shall have charge of the management, business and affairs of the Corporation in the interim between meetings of the Directors, provided however that the Executive Committee shall not have the power or authority to increase or decrease the number of the members of such committee or to designate the members of such committee or to fill any vacancy in the Board of Directors or any committee appointed by the Board of Directors.

Section 3. The Board of Directors shall appoint a Finance Committee which shall consist of not less than three (3) members of the Board of Directors. The Finance Committee shall have the responsibility for reviewing the overall planning of all financial matters of the Corporation, including investments, capital expenditures, budgets and appropriations, and shall make recommendations to the Board of Directors with respect thereto and also with respect to the formulation and development of the fiscal policies of the Corporation.

Section 4. The Board of Directors shall appoint a Nominating Committee which shall consist of three (3) members of the Board of Directors. The Nominating Committee shall have the responsibility of conducting the search for and evaluation of, proposals to the Board for nomination, by majority action of the Board of Directors, of a panel of qualified, competent and worthy candidates, distinguished in their field of endeavor from which panel the Board of Directors shall make its selection for nomination. The Nominating Committee may in its discretion consider candidates proposed by members of this Corporation.

Section 5. Meetings of the Standing Committees shall be held from time to time whenever called by the committee chairman.

Notice of each Standing Committee meeting and the time, place and purpose thereof shall be given to each committee member by the committee chairman, personally or by mail, not less than two days prior to the time designated for such meeting.

Meetings of each Standing Committee may be held without call or notice if all the members of the Committee waive in writing notice of the time, place and purpose of such meeting and assent to the holding thereof. Such written waiver and assent may be given either before or after holding thereof, provided that the attendance by a Director at any meeting of the committee shall constitute a waiver by him of the required notice and assent by him to the holding of such meeting.

Action of each Standing Committee may be taken without a meeting if such action is consented to in writing by each member of the Committee.

At all meetings of any Standing Committee, a majority of the members thereof shall constitute a quorum for the transaction of business.

Section 6. Meetings of individual committees shall be held a minimum of two (2) times per year at the discretion of the chairman of said committee. All members of the committee and the President of the Board shall be notified of the date, time, and place of any meeting.

ARTICLE VI Ad Hoc Committees

Section 1. The number of ad hoc committees for each year shall be decided by the President. Their functions, responsibilities, and members shall be determined by the Board of Directors.

The Ad Hoc Committees shall consist of at least three (3) members of the Board and such other number of members of the Corporation as the Board deems appropriate.

Section 2. The Chair of the Board shall appoint the chairman of each ad hoc committee who shall hold office for the duration of the project for which such ad hoc committee is formed, but not to exceed one year or until a successor is appointed.

Section 3. The Chairman of each ad hoc committee shall ask as many persons as he deems necessary to assist in carrying out the duties of the ad hoc committee. Members of the committee may be other members of the Board, Members of the Corporation, advisory consultants, or persons who are interested in Kettering Backpack, Inc.