

BY-LAWS
OF
International Association for Computerized Adaptive
Testing, Incorporated (IACAT)

ARTICLE I

OFFICES

The principal office of the Corporation shall be located at 10672 Ironwood Parkway Woodbury, MN 55129.

The Corporation may have other offices, either within or without the Minneapolis-St. Paul, Minnesota, metropolitan area, as the Board of Directors may determine. The Corporation shall have and continuously maintain in Woodbury, Minnesota, or elsewhere in the Minneapolis-St. Paul metropolitan area, a registered office. The registered office may be, but need not be, identical with the principal office in Woodbury, MN, and shall be as set forth in the Articles of Incorporation.

ARTICLE II

MEMBERSHIP

Section 1. Qualification.

The members of the Corporation shall consist of such persons who are interested in the mission of the Corporation, as specified in the Articles of Incorporation, and its activities, and who shall from time to time be eligible to be elected to serve as members of the Board of Directors.

Section 2. Annual Meeting.

An annual meeting of the members of the Corporation shall be held during the period April through June of each year commencing in 2010 for the sole purpose of electing a Board of Directors to serve until the next annual meeting of members or until their successors shall have been elected and qualified. A majority of the incumbent Board of Directors shall constitute a quorum for an annual meeting of Directors. Meetings may be held via telephone and/or Internet communications.

Section 3. Voting Power.

Except with respect to the annual election of a Board of Directors, as specifically provided for in Section 2 of this ARTICLE II, all voting power in this Corporation shall be vested in the Board of Directors and the membership who elects the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Number, Qualification, Election, Term, Vacancies and Quorum.

The directors of the Corporation shall be a Board of Directors of not less than four (4) and not more than eleven (11) persons. The property, affairs, concerns, direction and business of the Corporation shall be vested in, and managed at the discretion of the Board of Directors.

The Board of Directors shall include regional representatives who will be elected for a three (3) year period by the members who reside in that region of the world. The regions will be identified by the Directors. The Past President, President and Vice-President will have 1-year terms with the Vice-President succeeding the President at the end of the year and a new Vice-President will be elected annually. The Past President shall serve after being President.

The Board of Directors shall pursue such policies and principles as shall be in accordance with the provisions in the Articles of Incorporation, these By-Laws, and the Statutes of the State of Minnesota.

The other officers of Secretary and Treasurer will be elected for 3-year terms by the membership, on staggered terms. The terms will start the staggering for the board positions by a vote of the current Board of Directors.

Each Director shall be elected individually by a vote of the membership and all Directors shall hold office until the next annual meeting of members when their term ends or until his or her successor shall have been elected and qualified. Any Director may be elected an indefinite number of times.

Each Director shall have one vote in all matters requiring the action or vote of the Board of Directors and voting shall not be cumulative.

Vacancies in the Board of Directors shall be filled for the remainder of the vacated term by a vote of the remaining members of the Board, even though less than a quorum.

No two or more board members can be from the same organization and if there are two or more

nominated to Board positions, the nominees should determine among themselves who shall be the only one to run for office.

Section 2. OFFICERS OF THE CORPORATION.

The officers of the Corporation shall be a Past President, President, a Vice President, a Secretary, Treasurer, Regional Directors, Executive Director, Membership Director and/or such other officers as the Board of Directors may deem necessary and appointed.

The Past President, President, Vice President, Secretary, Treasurer, and regional representatives shall be elected from the membership of IACAT. The Executive Director and Membership Director shall be appointed by the Board of Directors if not otherwise a member of the Board of Directors and shall be ex-officio members of the Board of Directors and any and all standing or ad hoc committees established by the Board of Directors or these By-Laws. Any person may hold two offices except that no person shall hold the office of Past President, President and Vice President or President and Secretary simultaneously.

The Board of Directors shall have the authority to appoint an Executive Director and Membership Director and such staff persons as the Board of Directors and Executive Director determine to be in the best interests of the Corporation. Said Executive Director, Membership Director and staff persons shall have the duties and term of office specified by the Board of Directors.

The appointed positions may or may not be paid positions. The Board shall determine who shall represent the corporation as Executive Director and what salary, if any they should receive.

Section 3. Voting

A majority of the Directors then in office shall be necessary to constitute a quorum to transact business. If, at any meeting of the Board of Directors, there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum shall have been obtained. The Executive Director and Officers may participate in meetings of the Board of Directors, and meetings may be held, by means of a conference telephonic communication and Internet-based conferencing if (1) at least a quorum of the Board of Directors is actually physically present in telephonic or Internet-based conferencing at said meeting and with respect to which all other meeting requirements are met or waived, or (2) all Directors are in combination either actually physically present at said meeting, or participate in said meeting by means of a conference telephonic or Internet-based conference communication. No Director shall vote at any meeting by means of a conference

telephonic/Internet communication unless a quorum of Directors are present at said meeting either through actual physical presence or by means of an Internet conference/telephonic communication, or a combination thereof.

Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting, if consent in writing, setting forth the actions so taken, shall be signed by all of the Directors. Such action shall be effective on the date on which the last signature is placed thereon or on such earlier effective date as set forth therein. Valid receipt of email from Directors or the Executive Director will constitute signed consent.

The Executive Director and other appointed positions may submit resolutions to be passed by a majority of the entire Board. During the intervals between meetings of the Board, the Executive Director shall advise and aid the officers of the Board in all matters concerning its interests and the management of its business, and generally performing such duties as may be directed by the Board from time to time.

The Executive Director of the Corporation shall be the chairperson of the appointed Executive Officer positions. The appointed Officers shall possess and may exercise all the powers of the Board of Directors while the Board is not in session except power (1) which has been delegated to other committees in accordance with these By-Laws, (2) to remove any member of the Executive Officers or any principal officer, (3) to change the number of members of the Executive Officers, (4) to alter or amend the By-Laws, (5) to alter or amend the Articles of Incorporation, (6) to take any action which the Board of Directors may specially reserve to itself or as may be reserved in the Articles of Incorporation.

Section 3. Meetings.

Regular meetings of the Board of Directors shall be held at such time and place in the City of Minneapolis, Minnesota or at such other place as the Board of Directors shall order or direct.

Meetings of the Board of Directors shall be held in person or remotely accessed via Internet or telephonic connections by members of the Corporation of each year commencing in 2010. No notice shall be required for any annual meeting held on said date and at said time and place in any year unless the business to be transacted at or the purpose of said meeting includes any of the following: (1) The removal or election of Directors or appointment of officers, with the exception of the annual election of Directors or appointment of officers as specified hereunder; (2) amendments to the By-Laws; and (3) amendments to the Articles of Incorporation.

Notice of the annual meeting of the Board of Directors, if any shall be required hereunder, shall be given at least fourteen (14) days previous thereto by notice delivered in writing to each Director at his or her last address as shown by the records of the Corporation.

Special meetings of the Board of Directors shall be called at the request of the Executive Director or President of the Corporation or of any two (2) Directors. The place, either within or without of the Minneapolis-St. Paul Minnesota metropolitan area, date and time for holding the special meeting of the Board so requested shall be established by the Executive Director or President of the Corporation or his/her designee. A special meeting shall be called by the Executive Director or President within ten (10) days of such request and shall be held within thirty (30) days of such request.

Notice of special meetings of the Board of Directors shall be given at least five (5) days previous thereto by notice delivered in writing via email to each Director at his or her last address as shown by the records of the Corporation. The business to be transacted or the purpose of any special meeting must be specified in the Notice (or waiver of Notice) of such meeting.

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute waiver of notice of said meeting except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and so notifies the Secretary of the Corporation in writing prior to the commencement of such meeting.

The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board. Expenses directly related to service as a Director may be allowed by resolution of the Board of Directors. Directors who also serve as employees of the Corporation may be compensated for the reasonable value of service actually performed.

Section 4. Removal.

Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. The removal of any individual from office shall not prejudice his or her status as a member of the organization.

Section 5. Vacancies.

Whenever any vacancies shall occur in the office of the President, Vice President, Secretary, and Treasurer, or in any other office of the Board, by death, resignation, or otherwise, the vacancy shall be filled by the Board of Directors for the unexpired portion of the term. If the Past President cannot serve, the position can remain empty until the President finishes the term as President.

Section 6. Duties.

The President shall preside at all meetings of the Board of Directors unless otherwise directed by the Board of Directors; the President shall sign or countersign all certificates, contracts, or other instruments of the Corporation. The President shall perform such other duties as are incident to his or her office or properly required of him or her by the Board of Directors.

Past President shall be the continuity anchor in the Board who may vote and perform other duties as incident to his or her office or properly required of him or her by the Board of Directors. The Past President can perform the duties of the President or Vice President, if absent or unable to fulfill their responsibilities. The President shall become the Past President at the end of the President's term.

The Executive Director shall serve as the chief operating and executive officer of the Board of Directors and the Corporation and shall be responsible for carrying out the directions of the Board of Directors, and, in general, shall have active management of the day-to-day business affairs of the Corporation. The Executive Director shall be responsible for the day-to-day administration of the Corporation and its activities, in the areas and subject to the policies established by the Board of Directors. The Executive Director shall render to the Board of Directors, upon request, progress reports on the condition and activities of the Corporation and shall make informal progress reports at meetings of the Board of Directors, and shall call to the attention of the Directors any matter requiring their action or notice. The Executive Director shall report to the entire Board of Directors. The Executive Director will be appointed by the Board and may or may not be filled immediately upon creation of the corporation.

The Vice President shall exercise the functions of the President during the absence or disability of the President. The Vice President shall have such other duties as are assigned to him or her from time to time by the President or Board of Directors. The Vice-President shall succeed the President at the end of the President's term.

The Secretary shall keep the minutes of the meetings of the Board of Directors, in one or more books or Internet content management systems provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Corporation records; keep a register of the Post Office address, email address, and telephone number of each Director; and in general perform all duties incident to the office of Secretary and such other duties as are from time to time assigned by the President or Board of Directors.

The Treasurer shall be subject to such regulations as may from time to time be promulgated by the Board of Directors, and shall have the care and custody of the general funds, securities, properties and

assets of the Corporation. The Treasurer shall deposit the funds and securities in his or her care in such bank or banks, trust companies, or depositories as the Board of Directors shall designate, and shall, subject to the direction of the Board of Directors, disburse and dispose of the same, taking proper voucher for such disbursements. He or she shall keep accurate books of account, recording therein the amount of all monies, funds, securities, properties and assets in his or her custody, showing at all times the amount of all the property belonging to the Corporation, wherever located, and showing the amount of disbursement made and the disposition of properties. He or she shall exhibit said books and records when required by the Board of Directors, the Executive Director, or the President. The Treasurer shall render to the Board of Directors, the Executive Director or the President, upon request, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

The Membership Director is appointed and shall keep the directory of the membership and direct the solicitation of membership for the organization.

The Regional Representatives shall maintain contact with membership within their region and represent the region for the benefit of the region and the organization. The currently identified regions to be represented are: Europe; Asia; North America; and South America, Africa, and Australia.

ARTICLE IV

INDEMNIFICATION

Each Director, officer, agent or employee, whether or not then in office, shall be indemnified by the Corporation, in accordance with the provisions of Minnesota Laws 1969, Chap. 983 and any amendments thereto, against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or arising out of any threatened or real action, suit or proceeding whether civil, criminal, administrative, or investigative, in which he or she may be involved by reason of his or her being or having been a Director, officer, agent or employee of the Corporation, such expenses to include the cost of reasonable settlement (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify any Director, officer, agent or employee with respect to matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his or her duty as such Director, officer, agent or employee nor in respect of any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall

substantially exceed the expense which might reasonably be incurred by such Director, officer, agent, or employee in conducting such litigation to a final conclusion. The Corporation shall not pay indemnification hereunder without prior court approval in the event the same is required by the laws of the State of Minnesota. The foregoing right of indemnification shall not be exclusive of other rights to which any Director, officer, agent or employee may be entitled as a matter of law or under any By-Law, agreement, or otherwise and shall not be deemed a limitation upon the powers granted to the Corporation generally by said laws of the State of Minnesota. With respect to the person who is or was serving as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, the indemnification provided for herein shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise.

ARTICLE V

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Board of Directors and the Corporation, other than the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and in behalf of the Corporation.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Gifts.

The Board of Directors may accept or reject on behalf of the Corporation any contribution, grant, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE VI

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board of Directors, any committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving names, addresses, and telephone numbers of the Directors.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall end on December 31 of every year, or as otherwise determined by the Board of Directors.

ARTICLE VIII

TRANSFER OF ASSETS, DISSOLUTION AND LIQUIDATION

The Corporation may sell, lease, exchange, mortgage, encumber, or dispose of all, or substantially all, of its property and assets, including its goodwill, when authorized, at a meeting of the Board of Directors duly called for that purpose, by an affirmative vote of two-thirds (2/3) of all the Directors. Said sale, lease, exchange, mortgage, encumbrance, or other disposition shall be upon such terms and conditions and for the consideration so authorized by the Directors.

This Corporation may merge or consolidate with another nonprofit corporation upon the vote of two-thirds (2/3) of all Directors and subject to the terms of these By-Laws, the Articles of Incorporation of this Corporation, and the provisions of the Minnesota Nonprofit Corporation Act.

Upon liquidation or cessation of the activities of the Corporation, the Board of Directors shall determine by a majority vote of the membership of the Board of Directors, the manner in which the property and assets of the Corporation are to be distributed in accordance with Article III of the Articles of Incorporation of this Corporation.

ARTICLE IX

SEAL

The Corporation shall have such corporate seal as determined by the Board of Directors.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Minnesota Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time of the event to which such notice would have pertained shall be deemed equivalent to the giving of such notice.

ARTICLE XI

AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by agreement of two-thirds (2/3) of the Directors of the Corporation at any regular, annual or special meeting at which a quorum of the Directors are present and with respect to which notice of intention to alter, amend or repeal or to adopt new By-Laws at such meeting has been given. The notice shall specify the type of change proposed.