

By-Laws
of the
FITSI Foundation
A Virginia Non-Profit, Non-Stock Corporation

Article One
Offices

Section 1.01 Registered Office and Principal Office

The registered office of the FITSI Foundation (the “**Foundation**”) is 141 Cameron Station Blvd., Alexandria, Virginia 22304. The name of the Foundation’s registered agent at such address is James L. Wiggins. The Foundation’s principal office is such place as the Foundation’s Board of Directors may designate from time to time.

Section 1.02 Other Offices

The Board of Directors may at any time establish branch or subordinate offices at those places where the Foundation is qualified to conduct its activities.

Article Two
Organization and Purpose

Section 2.01 Organization

The Foundation shall be incorporated as a non-stock corporation under the Virginia Nonstock Corporation Act. The Foundation will be a non-profit corporation and will seek tax-exempt status under Section 501(c)(3) of the Internal Revenue Code promptly after its formation.

Section 2.02 Purpose

The purposes of the Foundation shall be as set forth in the Foundation’s Articles of Incorporation (the “**Articles**”).

Section 2.03 Prohibited Activities

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles or these By-laws. Notwithstanding any other provision of the Articles or these By-laws, the Foundation shall not carry on any other activities not permitted to be carried on by a Foundation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or a nonprofit Foundation under Virginia law.

Article Three

Board of Directors

Section 3.01 General Power

The Board of Directors will manage the Foundation's property and business affairs. The Board of Directors must act consistently with federal and state law, the Articles and these By-laws.

The Directors shall each have the right to cast a vote on matters before the Board of Directors and shall be responsible for making all decisions affecting the Foundation, including, without limitation, decisions regarding operating budgets and expenses, decisions regarding use of the Foundation's funds for the Foundation's tax-exempt purposes, investment decisions, electing and removing Directors, and hiring and firing officers and employees.

Section 3.02 Number; Voting

The Board of Directors shall consist of two classes of directors: the Founding Directors and the Non-Founding Directors. Each director shall have one vote on matters before the Board of Directors. At all times there shall be no less than one (1) and no more than five (5) directors. The number of directors may change or be fixed in number from time to time, as voted upon by a majority of the Directors.

Section 3.03 Election and Term of Office

The initial Board of Directors (the "**Founding Directors**") shall consist of James L. Wiggins, who shall be a permanent member of the Board of Directors. James L. Wiggins shall serve as the Chairman of the Board of Directors (the "**Chairman**") and Chief Executive Officer at all times during his tenure.

The remaining Directors ("**Non-Founding Directors**") shall be elected at the initial meeting of the Founding Directors. Thereafter, Non-Founding Directors may change or be fixed in number from time to time, as voted upon by a simple majority of all of the Directors.

Each Non-Founding Director shall serve until the earlier of (i) the next annual meeting of the Directors; (ii) his or her resignation, as set forth in Section 3.05 below; or his or her removal as set forth below in Section 3.04 below.

If the election of Non-Founding Directors shall not be held at a regular annual meeting of the Directors, such election shall be held as soon thereafter as conveniently possible at a special meeting of the Directors. Each Non-Founding Director shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign. Non-Founding Directors need not be residents of the Commonwealth of Virginia.

Section 3.04 Filling of Vacancies

Subject to the provisions of Section 3.03, if any vacancy is caused by death, resignation or removal of a Director, the remaining Directors, by majority vote, may elect a successor Director for the Director whose place is vacant. The successor Director will serve in accordance with the Articles and these By-Laws; provided, however, that any successor Director to James L. Wiggins shall be a Non-Founding Director.

In the event the number of Directors is increased or decreased by the Directors, the Directors, by majority vote, will elect the appropriate number of additional Directors to hold office until the next regular election of Directors.

No reduction in the authorized number of Directors will have the effect of removing any Director prior to the expiration of his or her term, unless such Director is removed in accordance with Section 3.06.

Section 3.05 Resignation

Subject to the provisions of Virginia law, any Director may resign by giving written notice to the Secretary of the Foundation. The resignation will be effective when notice is received by the Secretary unless the notice specifies that the resignation will be effective on a later date. If the resignation is effective at a later date, a successor may be elected before that date but he or she will not take office until the resignation becomes effective.

Section 3.06 Removal

Any Director, other than the Founding Directors, may be removed for cause by a vote of two-thirds (2/3) of all of the Directors. Such action shall be taken at a regular meeting of the Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least ten (10) days prior thereto with reasonable detail regarding the cause of such removal. Any replacement Director shall be appointed by a majority vote of the remaining Directors. A Founding Director may not be removed for any reason by the remaining Directors.

Section 3.07 Compensation of directors

Directors, as such, shall not receive any stated compensation for their services, but, by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any director from serving the Foundation in any other capacity and receiving compensation therefor.

Article Four Board of Director Meetings

Section 4.01 Place of Meeting

The Board of Directors will hold its meetings at the Foundation's principal office or at any place the Board of Directors may from time to time select by a majority vote or written consent of all the directors.

Section 4.02 Annual Meeting

The Board of Directors will hold its annual meeting on September 15th or at another date designated by the Chairman for the purpose of transacting any business that may properly be brought before the Board of Directors.

Section 4.03 Regular Meetings

The Board of Directors may hold regular meetings as determined by majority resolution of the Directors. The resolution may authorize the Chairman to fix the specific date and place of each regular meeting, in which case notice of the meeting date and place must be given in the

manner provided in the By-Laws. Neither the business to be transacted at, nor the purpose of, the meeting need be specified in the notice unless specifically required by Virginia law or the By-Laws.

Section 4.04 Special Meetings

Special meetings of the Board of Directors may be called by the directors, or as otherwise provided by law. The Board of Directors may transact any business at the special meeting whether or not announced in the notice of the meeting.

Section 4.05 Notice of Meetings

Except as may be otherwise specifically provided in the By-Laws, the Secretary must give at least five (5) days' advance written notice of each regular or special meeting to all Directors at their post office address as shown by the Foundation's records. Any person entitled to notice of a meeting may waive notice in writing either before or after the time of the meeting. The attendance of a Director at any meeting will constitute a waiver of notice.

Section 4.06 Quorum

A majority of the Directors then in office and at least one Founding Director shall constitute a quorum to transact business at all meetings of the Board of Directors at which only a vote of the Directors is required. If, however, at any meeting less than a quorum is present, a majority of those present may adjourn the meeting to a different place and time.

Section 4.07 Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chairman. The Secretary or an Assistant Secretary of the Foundation or, in their absence, a person chosen at the meeting shall act as Secretary of the meeting.

Section 4.08 Meetings of Directors

If all of the Directors entitled to vote meet at any place and consent to hold a meeting, the meeting will be valid without call or notice, and any corporate action may be taken at the meeting.

Section 4.09 Meetings by Telephone

Any annual, regular or special meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All participating Directors will be considered present in person at the meeting for all purposes.

Section 4.10 Action without Meeting by Written Consents

If all of the Directors severally or collectively consent in writing to any action taken by the Foundation, whether before or after the action is taken, those consents will have the same force and effect as the unanimous vote of the Board of Directors at a duly called meeting. The Secretary shall file the consents with the minutes of the Board of Directors.

Section 4.11 Required Vote

Except as may be provided otherwise in the By-Laws or the Articles, the action of a majority of the Directors at a meeting at which a quorum is present shall be the action of the Board of Directors.

Article Five Officers

Section 5.01 Election, Tenure and Compensation

The officers of the Foundation are the Chairman, the Secretary, the Treasurer, and one or more Vice Chairs and one or more assistants to the foregoing officers as the Board of Directors may consider necessary.

The Board of Directors will elect the officers at each annual meeting of the Board of Directors. If no election is held at the annual meeting, the election will be held as soon as is conveniently possible after the scheduled meeting date. Each officer will serve until his or her successor has been elected or until his or her death, resignation or removal. An officer need not be a member of the Board of Directors.

The Chairman may be the chief executive officer of the Foundation. The other officers shall be Directors. Any two or more of the offices, except those of Chairman and Secretary, may be held by the same person. No officer, however, may execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or by the By-Laws to be executed, acknowledged or verified by any two or more officers. The officers may serve for reasonable compensation, and they may be reimbursed for expenses incurred on behalf of the Foundation with proper accounting as determined by the Board of Directors.

In the event that any office (other than an office required by law) is not filled by the Board of Directors, or, once filled, subsequently becomes vacant, then the office and all references to the office in these By-Laws will be treated as inoperative until the office is filled as provided in these By-Laws.

All corporate officers and agents are subject to removal at any time by the majority vote of the Board of Directors.

Section 5.02 Powers and Duties of the Chairman

The Chairman is the Foundation's principal executive officer and has general charge and control over all of the Foundation's business affairs and properties. The Chairman shall preside at all meetings of the Board of Directors.

The Chairman may sign and execute all authorized bonds, contracts or other obligations in the name of the Foundation. Unless otherwise specifically limited by the Articles and the By-Laws, the Chairman has all powers and authority otherwise permitted the president of a non-profit Foundation under Virginia law. The Chairman is an ex-officio member of all the standing committees and will perform any other duties assigned to him or her from time to time by the Board of Directors. In the event the office of Treasurer is vacant and no successor is designated, the Chairman shall also have the duties and powers of the Treasurer as provided in Section 5.05.

Section 5.03 Powers and Duties of the Vice Chairman

The Board of Directors may elect one or more Vice Chairs. Any Vice Chairman will perform any other duties assigned to him or her from time to time by the Chairman.

In case of the absence or disability of the Chairman, the Vice Chairman will perform the Chairman's duties and be subject to all restrictions and powers of the Chairman.

Section 5.04 Powers and Duties of the Secretary

The Secretary shall:

- 1) Give notice of all meetings of Board of Directors and all other notices required by law, the Articles or by the By-Laws.
- 2) Keep minutes of the meetings of the Board of Directors in books provided for that purpose.
- 3) Perform all other duties that may be assigned to him or her from time to time by the directors or the Chairman.
- 4) Have custody of the corporate seal and will affix the seal to all instruments requiring it, when authorized by the Board of Directors or the Chairman, and attest to the seal.

Unless otherwise specifically limited by the Articles and the By-Laws, the Secretary has all powers and authority otherwise permitted the secretary of a non-profit Foundation under Virginia law.

Section 5.05 Powers and Duties of the Treasurer

The Treasurer shall:

- 1) Have custody of all the funds and securities of the Foundation.
- 2) Keep full and accurate account of receipts and disbursements in books belonging to the Foundation.
- 3) Deposit all moneys and other valuables in the Foundation's name and credit in those depositories as the Board of Directors may designate from time to time.
- 4) Disburse the expenditures of the Foundation as ordered by the Board of Directors after taking proper vouchers for such disbursements.
- 5) Furnish to the Chairman and the Board of Directors, whenever either of them requests, an account of transactions as Treasurer and of the Foundation's financial condition.
- 6) Furnish to the Board of Directors within 60 days from the date that the Foundation's Form 990, if any, is filed a written report of the Foundation's activities, receipts and disbursements during the tax year for which the Form 990 was filed.

Unless otherwise specifically limited by the Articles and these By-Laws, the Treasurer has all powers and authority otherwise permitted the treasurer of a non-profit Foundation under Virginia law.

Section 5.06 Powers and Duties of the Assistant Secretary

The Board of Directors may appoint one or more Assistant Secretaries. Except as otherwise provided by resolution of the Board of Directors, each Assistant Secretary has the power to perform all duties of the Secretary in the absence or disability of the Secretary and will perform all other duties assigned to him or her by the Chairman.

In case of the absence or disability of the Secretary, the Assistant Secretary will perform the Secretary's duties and be subject to all restrictions and powers of the Secretary.

Section 5.07 Powers and Duties of the Assistant Treasurer

The Board of Directors may appoint one or more Assistant Treasurers. Except as otherwise provided by resolution of the Board of Directors, each Assistant Treasurers has the

power to perform all duties of the Treasurer in the absence or disability of the Treasurer and will perform all other duties assigned to him or her by the Chairman.

In case of the absence or disability of the Treasurer, the Assistant Treasurer will perform the Treasurer's duties and be subject to all restrictions and powers of the Treasurer.

Section 5.08 Agents

The Board of Directors may designate agents of the Foundation as it considers necessary or advisable to receive, deposit and otherwise handle contributions to the Foundation.

Article Six Committees

Section 6.01 Committees of Board of Directors

The Board of Directors may, by majority vote, designate one or more committees, and may terminate the existence of a committee at any time by vote of a majority of the Directors. Each committee must consist of at least two directors and, to the extent provided in the majority resolution, may exercise the powers of the Board of Directors. The resolution may authorize the corporate seal to be affixed to those papers and documents that may require it.

The designation of committees and delegation of authority to the committees will not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed on the Board of Directors by Virginia law.

Section 6.02 Term of Office

Each committee member will serve until his or her successor is appointed unless the committee is terminated sooner by the Board of Directors, or the member is removed or resigns from the committee. Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee member will serve at the pleasure of the Board of Directors.

Section 6.03 Chairman

Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee shall appoint a chairperson by majority vote of the committee.

Section 6.04 Vacancies

Vacancies in the membership of any committee may be filled by appointments in the same manner as the original appointments were made.

Section 6.05 Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of committee members shall constitute a quorum to transact business at all meetings of a committee.

Section 6.06 Rules

Each committee may adopt rules for its own governance not inconsistent with the Articles and the By-Laws.

Article Seven Liability and Indemnification

No director or officer of the Foundation will be personally liable for the payment of the Foundation's debts and liabilities except as any director or officer may be liable by reason of his or her own conduct or acts. Relief from liability for the Foundation's debts will not, however, apply in any instance where that relief is inconsistent with any provisions of the Internal Revenue Code applicable to organizations described in Section 501(c)(3).

Subject to the previous paragraph and to any limitations imposed under Code Section 501(c)(3), the Foundation shall indemnify every director or officer, his or her heirs, executors and administrators, to the maximum extent permitted under the Virginia Nonstock Corporation Act, against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any action, suit or proceeding, civil or criminal, to which he or she may be made a party by reason of having been a director or officer of the Foundation. Further, the Foundation shall advance expenses to a Director to the extent permitted under the Virginia Nonstock Corporation Act.

This indemnification is being given since the Directors will be requested to act by the Foundation for the Foundation's benefit.

This indemnification is exclusive of all other rights to which a Director may be entitled.

Article Eight Corporate Seal

The Foundation will have a seal. The corporate seal must be circular in form and contain the name of the Foundation, the year of its organization and the word "Virginia." Duplicate copies of the corporate seal may be provided for use in the different offices of the Foundation, but the Secretary or an Assistant Secretary nominated by the Secretary must have custody and control of each copy of the corporate seal.

Article Nine Financial Matters

Section 9.01 Delegation by Board of Directors

The Board of Directors may authorize any officer, employee or agent to enter into any contracts or execute and deliver any instruments in the name of the Foundation. The authority granted by the Board of Directors may be general or confined to specific instances.

Section 9.02 Deposits

All funds will be deposited to the credit of the Foundation at those banks, trust companies or other depositories selected by the Board of Directors. The Board of Directors may, however, authorize any officer, employee or agent to select the banks, trust companies or other depositories into which the funds of the Foundation will be deposited.

Section 9.03 Checks and Drafts

All checks, drafts and other orders for payments of money, notes or other evidences of indebtedness by the Foundation must be signed by those officers, agents or employees selected by the Board of Directors, and in the manner determined by majority resolution of the Board of Directors

Section 9.04 Loans

The Foundation is prohibited from making any loans or borrowing any funds unless specifically authorized by a resolution of the Board of Directors. The authority granted by the Board of Directors may be general or confined to specific instances. The Foundation will not make any loans to its directors or officers.

Section 9.05 Investments

The Foundation's funds may be invested in any investments selected by the Board of Directors or any investment manager appointed by the Board of Directors for that purpose. In making any investments, the Board of Directors or investment manager (as the case may be) should give due regard to balancing the need to preserve principal, produce income and capital gains, and achieve long-term growth of the Foundation's assets.

Section 9.06 Expenses

The Board of Directors will pay all expenses of the Foundation including, but not limited to, custodian, investment management fees, legal fees, and accounting fees and charges first from income and then from the principal assets of the Foundation.

Article Ten Miscellaneous Provisions

Section 10.01 Fiscal Year

The fiscal year of the Foundation shall end on the last day of the calendar year, unless otherwise designated in writing by the Board of Directors.

Section 10.02 Singular and Plural; Gender

Unless the context requires otherwise, words denoting the singular may be construed as plural and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as is appropriate within the context. The word "or" when used in a list of more than two items may function as both a conjunction and a disjunction as the context requires or permits.

Section 10.03 Headings of Articles, Sections, and Subsections

The headings of Articles, Sections, and subsections used within the By-Laws are included solely for the convenience and reference of the reader. They have no significance in the interpretation or construction of this agreement.

Section 10.04 Notices

Unless otherwise stated, whenever these By-Laws call for notice, the notice must be in writing and personally delivered with proof of delivery, or mailed postage prepaid by certified mail, return receipt requested, to the last known address of the party requiring notice. Notice is

effective on the date personally delivered or on the date of the return receipt. If a party giving notice does not receive the return receipt but has proof that he or she mailed the notice, notice shall be effective on the date it would normally have been received via certified mail. If notice is required to be given to a minor or incapacitated individual, notice shall be given to the parent or legal representative of the minor or incapacitated individual.

Section 10.05 Waiver of Notices

Whenever any notice is required to be given under federal or state law or under the Articles and the By-Laws, a waiver of the notice in writing signed by the person or person entitled to the notice, whether before or after the time stated in the notice, will be treated as the equivalent to the giving of the required notice.

Section 10.06 Reference to Laws

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the Commonwealth of Virginia are to the Virginia Nonstock Corporation Act and interpretations thereunder as now in force or hereafter amended.

**Article Eleven
Amendments**

The Board of Directors may amend, alter or repeal the By-Laws or any specific provision of the By-Laws, and may from time to time make additional By-Laws.

The undersigned hereby certifies that the foregoing By-Laws of the FITSI Foundation were duly adopted by the Board of Directors as of the ____ day of _____, 2012.

James L. Wiggins, Chairman