

BYLAWS OF DISCOVER LIFE IN AMERICA, INC.

ARTICLE I

Name and Purpose

Section 1. Name.

The name of the corporation shall be Discover Life in America, Inc. This corporation is a nonprofit corporation without members.

Section 2. Purpose.

The purposes for which this corporation is formed are as set forth in the corporation's Charter.

ARTICLE II

Principal Office

The principal office for the transaction of the business of the corporation shall be 1314 Cherokee Orchard Rd., Gatlinburg, TN 37728.. The corporation may have such other offices in such other locations, within or without the State of Tennessee, as the business of the corporation may require.

ARTICLE III

Contributors

Section 1. Contributors.

Any company, organization or individual may become a contributor of the corporation.

Section 2. Fiscal Year.

The fiscal year of the corporation shall run from January 1 to December 31.

ARTICLE IV

Board of Directors

Section 1. Number of Directors.

The Board of Directors shall consist of at least fifteen (15) persons and no more than thirty (30) persons. The specific number of directors shall be established by resolution of the Board of Directors.

Section 2. Election of Directors.

At each annual meeting, the Board of Directors shall elect or re-elect the directors of the corporation to replace or re-elect the directors whose terms are expiring during the following year and to fill additional director positions created by the Board of Directors.

Section 3. Quorum and Adjournments.

At all meetings of the Board of Directors, the presence of one half (1/2) of the members serving on the Board at the time of the meeting shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 4. Power of Directors.

Subject to limitations of the Charter, other sections of these Bylaws and Tennessee law, all corporate powers of the corporation shall be controlled by the Board of Directors. Without limiting the general powers of the corporation granted by law, the Board of Directors shall have the following powers:

- (a) To select and remove all of the officers, agents, and employees of the corporation prescribe such powers and duties for them as may not be inconsistent with the law, the Charter or the Bylaws, and required from them security for faithful service.
- (b) To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with the laws, the Charter or the Bylaws.
- (c) To borrow money and incur indebtedness for the purposes of the corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debit and securities.

Section 5. Terms of Office.

Directors shall serve for three year terms and may be re-elected for successive three year terms. The Board of Directors may elect directors for terms of less than three years to provide for a consistent number of directors with terms expiring each year.

Section 6. Liabilities of Directors.

No person who is now, or later becomes, a member of the Board of Directors shall be personally liable for any indebtedness, or liability or obligation of the corporation, and any and all creditors of this corporation shall look only to the assets or security of the corporation for payment.

Section 7. Vacancies.

Vacancies in the Board of Directors shall be filled by a majority vote of the remaining directors then in office, even though less than a quorum, or by the sole remaining director. A successor director so elected shall serve for the unexpired term and shall thereafter be eligible for re-election. Vacancies may be filled by electronic or telephonic vote by a majority of the remaining Directors.

Section 8. Compensation.

The directors shall receive no compensation for their services as such. The corporation, by resolution of the Board of Directors, may elect to pay the directors' expenses of attending a meeting.

Section 9. Removal.

A director may be removed from office, for cause, by the vote of a majority of the remaining directors. Cause shall include, but not be limited to, failure to attend two (2) consecutive Board Meetings without a valid excuse. Valid excuse shall be determined by the Executive Committee on a case by case basis.

ARTICLE V

Board Meetings

Section 1. Annual Meeting.

An Annual Meeting of the Board of Directors shall be held each fiscal year at a time and place to be determined by the Board of Directors. Written notice of the time and place of the Annual Meeting shall be delivered to each director by U.S. Mail or electronic mail. Notice shall be given at least twenty (20) days before the date of the meeting.

Section 2. Special Meetings.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair, the President or by a majority of directors. Written notice by U.S. Mail or e-mail notice of the time and place of special meetings shall be given seven (7) days prior to the meeting, provided that such notice shall also include a statement of purposes for which the special meeting is called.

Section 3. Place of Meetings.

Regular meetings and special meetings of the Board of Directors shall be held at such place or places as is determined by the Board of Directors.

Section 4. Participation by Telephone or Electronic Communications.

Directors may participate in a meeting through the use of a conference telephone, electronic communication, or similar communications equipment, so long as all members participating in such meeting can hear one another or otherwise effectively and spontaneously communicate with one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

Section 5. Action Without a Meeting.

Any action by the Board of Directors may be taken without a meeting if one-half (1/2) of the members of the Board of Directors individually or collectively consent to the action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Action shall include election of Directors.

ARTICLE VI

Committees

Section 1. Committee Structure.

The Corporation shall have the following standing committees: an Executive Committee, a Science Committee, a Communications Committee, a Marketing and Development Committee, a Finance Committee, an Education Committee, an Information Management Committee, and a Nominating Committee. The Chair of the board shall nominate and the Board of Directors shall approve the chair of each Board Committee. The chair of each committee shall appoint the other committee members (including both board members and non-board members) with the approval of the Executive Committee of the Board. In addition, the Board of Directors may from time to time create and dissolve ad hoc committees, and appoint thereto such Directors and other persons, as the Board of Directors deems advisable. Any board member not officially on a committee may attend that committee meeting as a non-voting participant.

Each committee shall determine and schedule the number of regular meetings it will hold each year. Meetings of committees may be called by their respective chairs, any four (4) members of such committee or a majority of the committee.

Unless otherwise provided for in these Bylaws, a majority of the members then serving on a committee constitutes a quorum for the meeting of the committee and the vote of a simple majority of those present at a meeting at which a quorum is present, constitutes an action of the committee.

Each committee shall keep minutes of the proceedings and report to the Board of Directors.

Section 2. Executive Committee.

At each annual meeting of the Board of Directors, the Board of Directors shall appoint an Executive Committee to serve until the next annual meeting of the Board of Directors of each year, which shall consist of the current President, who shall be its Chair, the First Chair of the Board, the Second Vice Chair of the Board, , the Secretary, the Treasurer, and the immediate past Chair. At each meeting of the Executive Committee, a majority of the members of the Executive Committee shall be present in person or by phone to constitute a quorum for the transaction of business.

During the intervals between the meetings of the Board of Directors, the Executive Committee shall have the authority, on behalf of the Board, to supervise the ordinary day-to-day business affairs of the Corporation, and to make decision in emergency situations when official action is needed on short notice, and it is impossible or impractical to call a meeting of the full Board of Directors.

Executive Committee decisions on major issues must be based on a unanimous vote of committee members. All other actions must be approved by the vote of a simple majority of those present at a meeting at which a quorum is present. For the purpose of this Section, a major issue shall be defined as a transaction which involves unusual expenditures, a contract that is outside the normal course of business or something that the Chair of the Board feels requires the participation of the full Board.

Any action approved by the Executive Committee in conformance with this Section shall be effective as an action of the Board of Directors, except that the Executive Committee shall not have the power (i) to borrow money on the credit of the Corporation, (ii) fill vacancies on the board of Directors or the Executive Committee, (iii) remove an officer appointed by the Board, (iv) establish new policy or initiate major projects, or (v) amend these Bylaws.

Section 3. Communications Committee.

The Communications Committee shall be responsible for the creation and maintenance of the Corporation's favorable public image. This responsibility includes educating the community about the purpose of the Corporation through publications and community events. Public involvement by the Corporation of any kind is overseen by the Communications Committee.

Section 4. Finance Committee.

The Finance Committee shall oversee the fiscal affairs of the corporation which include the management of the assets of the corporation and recommending investment policies. The Finance Committee shall have the authority to engage the services of a professional investment advisor, subject to the approval of the Board of Directors. Decisions by the Finance Committee shall be made by a vote of the majority of the members of the committee, present and voting, except that upon a recommendation made by the professional investment advisor, if any, the purchase and/or sale of securities may be authorized by the Chairman of the Finance Committee, provided that all of the other members of the Finance Committee shall be immediately notified in writing of the action so taken. The Treasurer shall be the Chair of the Finance Committee. The

Finance Committee shall report at least twice a year to the Board of Directors as to the financial status of the Corporation.

Section 5. Marketing and Development Committee.

The Marketing and Development Committee shall be responsible for the planning and execution of all marketing and fundraising programs of the Corporation.

Section 6. Science Committee.

The Science Committee shall be responsible for planning, implementing, and monitoring the research efforts of the Corporation including those involved with the All Taxa Biodiversity Inventory of the Great Smoky Mountains National Park.

Section 7. Information Management Committee.

The Information Management Committee shall be responsible for designing, developing and managing the database computer programs required to store the Corporation's data, including data obtained from the All Taxa Biodiversity Inventory.

Section 8. Education Committee.

The Education Committee shall be responsible for developing and coordinating the educational programs of the Corporation including those associated with the All Taxa Biodiversity Inventory.

Section 9. Nominating Committee.

The Nominating Committee shall consist of at least three (3) persons nominated each year by the Chair of the Board of Directors and approved by the Board of Directors, none of whom shall be current officers. They shall be responsible for nominating Officers and Directors for election at the next Annual Meeting, and shall submit their nominations to the Secretary prior to the mailing of notice of such meeting.

ARTICLE VII

Indemnification

Section 1. Indemnification.

No officer or director shall be personally liable for any obligations of the corporation or for any duties or obligations arising out of any acts or conduct of said officer or director performed for or on behalf of the corporation. To the fullest extent permitted by the laws of the State of Tennessee, both as now in effect or hereafter adopted, the corporation shall and does hereby indemnify and hold harmless each person and his heirs and administrators who shall serve at any time hereafter as a director or officer of the corporation from and against any and all

claims, judgments, and liabilities to which such persons shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have heretofore or hereafter been taken or omitted to have been taken by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, including power to defend such person from all suits or claims as provided for under the provisions of Tennessee law. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The corporation, its directors, officers, employees, and agents shall be fully protected in taking any action or making any payment, or in refusing so to do in reliance upon the advice of counsel.

Section 2. Other Indemnification.

The indemnification herein provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, or employee, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 3. Insurance.

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or employee of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against liability under the provisions of this section.

Section 4. Settlement by Corporation.

The right of any person to be indemnified shall be subject always to the right of the corporation by its Board of Directors, in lieu of such indemnity, to settle any such claim, action, suit or proceeding at the expense of the corporation by the payment of the amount of such settlement and the costs and expenses incurred in connection therewith.

ARTICLE VIII

Officers

Section 1. Officers.

The officers of this corporation shall be a Chair, two (2) Vice Chairs, Secretary, and Treasurer. The Board of Directors may also elect such other officers from time to time as the

Board of Directors deems necessary. Any officer may be removed from office by the two-thirds vote of the Board of Directors.

Section 2. Elections.

The Board of Directors, at its Annual Meeting, shall elect all officers of the corporation for terms of one year, or until their successors are elected.

Section 3. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors.

Section 4. Chair.

The Chair shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5. First Vice Chair.

In the absence or disability of the Chair, the First Vice Chair shall perform all the duties of the Chair. The First Vice Chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Second Vice Chair.

In the absence or disability of the Chair and First Vice Chair, the Second Vice Chair shall perform all the duties of the Chair. The Second Vice Chair shall have other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 7. Secretary.

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as are prescribed by the Board of Directors.

Section 8. Treasurer.

The Treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the corporation signed by such person or persons as may be authorized from time to time by the Board of Directors. Checks of the corporation which are drawn in an amount exceeding \$1,500.00 shall require two signatures. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE IX

Amendment of Bylaws

These bylaws may be amended or repealed and new bylaws may be adopted at any meeting of the Board of Directors, provided that written notice by U.S. Mail or e-mail of any such proposed action is given to all directors at least seven (7) days prior to such meeting. Adoption of Bylaw changes shall be by affirmative vote of two-thirds of the members in attendance at the Board of Directors meeting.

ARTICLE X

Miscellaneous

Section 1. Employees.

The corporation shall have such employees and agents as the Board of Directors may determine appropriate and necessary. The Board shall, by resolution, determine or delegate to any Personnel Committee it may appoint the compensation, employee benefits, title, and responsibilities of any such employee.

Section 2. Seal.

The Board of Directors may, in its discretion, adopt a corporate seal. No document executed on behalf of the Corporation shall require such a seal unless the Board of Directors specifically requires such a seal.

Section 3. Notices.

Any notices to be given hereunder may be given in any manner permitted by law, provided, however, that any notice required to be given in writing hereunder may be given by electronic mail provided an electronic notice of receipt of such notice is received by the sender.

Section 4. Contracts.

The Board of Directors, except as in these bylaws otherwise provides, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instances; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amounts.

Section 5. Prohibition Against Sharing in Corporate Earnings.

No director, officer or employee of, or member of a committee of, or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings of pecuniary profit from the operations of the corporation; provided, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

Section 6. Exempt Activities.

Notwithstanding any other provision of these bylaws, no director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations there under as they now exist or as they may hereafter be amended.