

BYLAWS OF THE VGS VICTORY GOLF SOCIETY

ARTICLE I

Name

The name of this corporation is VGS VICTORY GOLF SOCIETY, hereinafter referred to as VGS. The principal office shall be designated by the Board of Directors.

ARTICLE II

Purposes

This corporation is a non-profit membership organization devoted to the development of Golf as a means of healthful recreation and physical fitness and to maintenance of rules of play and high standards of sportsmanship.

ARTICLE III

Affiliation

VGS shall be affiliated through membership with the United States Victory Golf Society. By this affiliation VGS shall abide by the rules, principles and obligations as set out in the Constitution and Bylaws of United States Victory Golf Society applicable to VGS.

ARTICLE IV

Membership

There shall be three categories of membership in VGS: Adult, Junior and Honorary members. Any person interested in the purposes of VGS is eligible for membership. Honorary membership may be conferred upon such worthy persons as may be elected by the Executive Committee. The outgoing President shall automatically become an Honorary member at the Annual Meeting. The total number of Honorary members shall not exceed 1% of total membership.

ARTICLE V

Voting Rights and Dues

Each Adult and Honorary member shall have the right to one vote at Annual Meetings or Special Meetings provided such member has paid dues for the year of the meeting at which member is voting. A member must be present at a meeting in order to vote. Each member of VGS shall pay annual dues to VGS in such amount as shall be adopted by the Board of Directors. Honorary members shall pay no dues.

ARTICLE VI

Application for Membership

Applications for Membership shall be submitted to the VGS office. The office staff shall keep and make available to the President an accurate roster of members at all times.

The President shall report the number of members at each annual meeting along with a report of gains or losses since the last annual meeting.

ARTICLE VII

Expulsion of Members

The Executive Committee shall have the power to suspend or expel any member with or without cause. Any member who fails to pay dues shall automatically be suspended from membership.

ARTICLE VIII

Meetings of the Members, Officers and Directors

Unless otherwise specified herein, Roberts Rules of Order shall be the rules of order for the meetings of VGS members and Directors.

The President shall convene meetings of the Executive Committee, as the President deems necessary. The Chairman of the Board of Directors shall convene the VGS annual meeting and any special meeting of VGS members.

The Executive Committee shall have the authority to establish such rules and procedures, as it may deem necessary, convenient or appropriate to the conduct of the business of VGS at any meeting or occasion that involves the Executive Committee. The Board of Directors shall have the authority to establish such rules and procedures as it may deem necessary, convenient or appropriate to the conduct of the business of VGS at the Annual Meeting and at any other meeting or occasion that involves the Board of Directors or the general membership of VGS.

ARTICLE IX

Executive Committee

The following shall be members of the VGS Executive Committee and shall have the duties and responsibilities described below:

9.1 The President shall be the chief operating officer of VGS. He/She shall direct VGS toward the purposes set out in Article II and shall report to the Board of Directors through the Chairperson and Chief Executive Officer. The President shall also preside and appoint all committee chairmen and members whose appointments are not otherwise provided.

9.2 The First Vice President shall assist the President in the performance of his/her duties and shall exercise all of the powers of the President in his/her absence or in the case of his/her resignation, incapacity, or death.

In addition to the above, the First Vice President

- (i) shall be a voting member of the Board of Directors;
- (ii) shall serve as the Corporate Secretary for the Board of Directors to take official minutes of the meetings,
- (iii) shall serve as the Chairperson of the Rules Committee,
- (iv) shall be responsible for coordination of the requests for certification of VGS approved facilities. The First Vice President shall (effective at the beginning of calendar year (2019) be the President-Elect for the next ensuing calendar year and shall automatically succeed to the office of President without further vote.

9.3 The Vice President of the Men's League shall coordinate and supervise the Men's League.

9.4 The Vice President of the Thursday Women's League shall coordinate and supervise the Thursday Women's League.

9.5 The Vice President of Senior Men League

9.6 The Vice President of Organization

9.7 The Vice President of Junior Boys

9.8 The Vice President of the Senior Women League

9.9 The Vice President of Junior Girls

9.10 The Vice President of the Veteran

9.11 The Vice President of the Special Need

9.12 The Vice President of the Church

9.13 The Vice President of the Neighborhood

9.14 The Vice President of the Company

9.15 The Vice President of Media shall assist in the publication of "Net News"; shall coordinate with the President regarding inquiries from and to the Media; shall create and help with press releases; shall coordinate VGS's social network activity, and shall coordinate VGS's involvement with local, non-VGS tournaments (e.g. the BB&T) as directed by the President or the Executive Committee.

9.16 The Treasurer shall be the Chief Financial Officer of VGS and shall report to the Board of Directors. He/She shall ensure that the annual operating budget is implemented and shall be responsible for the financial management of VGS in all other respects. He shall report in full the financial condition and operations of VGS at the annual meeting of the membership and to the President and/or the Executive Committee at their request. He shall prepare a budget generated by the Executive Committee and approved by the Board of Directors. He shall keep a full account of all monies received and paid out and shall make such reports of all deeds, securities, notes and financial papers of the corporation and shall make such reports thereof to the President, Executive Committee and Board of Directors. He shall sign such papers as may be required by his office or as may be directed by the Executive Committee and/or Board of Directors; and shall perform such duties as may be incidental to the office.

9.17 The Secretary shall issue in writing all notices of meetings of members of VGS, the Executive Committee and the officers; keep complete minutes and records of the meetings of the Executive Committee and the annual membership meeting including an accurate record of attendance at such meetings; shall mail such other notices as may be directed by the Executive Committee; shall be custodian of all records of the corporation, except such records and papers as shall be kept by the

Treasurer as herein provided; shall attest the signature of the President; shall sign such papers as may be required by the office or as directed by the Executive Committee; and shall perform such other duties as may be incidental to the office.

9.18 Other. The two immediate past Presidents and one other member appointed by the President shall be members (but not officers) of the Executive Committee with full voting privileges. In addition, one member of the VGS Foundation Board shall be a non-voting member (but not an officer) of the Executive Committee.

If either or both immediate past Presidents or their successors refuse, fail, cease, are removed or for any other reason do not serve, then the unexpired term so vacated shall be filled by the next most recent past President serving on the Board of Directors who is not currently serving on the Executive Committee. If none of the next most recent past Presidents serving on the Board of Directors is willing and able to serve, then such vacancy on the Executive Committee shall be filled by vote of the Board of Directors. Subject to the oversight of the Board of Directors, the Executive Committee shall conduct the affairs of VGS and shall meet not less frequently than quarterly.

ARTICLE X

Officers

10.1 At the Annual Meeting of the membership each year, the Officers of VGS shall be elected by majority vote of a quorum of the members present. The Officers of VGS shall be President; First Vice President; Vice President of the Men's League; Vice President of the Women's League; Vice President of the Veterans League; Vice President of the Senior Men's Leagues; Vice President of the Senior Women's Leagues; Vice President of the Junior League; Vice President of the Junior Challenge Program; Vice President of Special Need Programs; Vice President of the Church League; Vice President of Media; Secretary; and Treasurer.

The Vice President of the Men's League shall coordinate and supervise the Men's 9.4 The Vice President of the Women's League shall coordinate and supervise the Women's League. 9.5 9.8 The Vice President of the Senior Women League 9.10 The Vice President of the Veteran 9.11 The Vice President of the Special Need 9.12 The Vice President of the Church 9.13 The Vice President of the Neighborhood 9.14 The Vice President of the Company

10.2 The term of office shall be one year commencing January 1 and ending December 31. The President and the Board of Directors may select a different twelve-month term for a particular office.

10.3 Vacancies occurring in elected offices shall be filled by a nomination from the Nominating Committee with approval of the Board of Directors for the unexpired term of the office so vacated.

10.4 In case of the absence of any officer of the corporation, or for any other reason that the Executive Committee may deem sufficient, the Executive Committee may delegate, for the time being, any or all of the powers or duties of such officer to any officer.

10.5 No person shall serve in the office of President of VGS for two consecutive terms. No other officer shall serve in the same office on the Executive Committee for more than two consecutive terms.

ARTICLE XI

VGS Foundation

The VGS Foundation, is a Georgia non-profit corporation ("VGS Foundation") and is qualified as a support Foundation to the VGS Victory Golf Society, (VGS) under Section 509 (a) (3) of the Internal Revenue Code.

The VGS Foundation, reports to and is under the control of the VGS Board of Directors. The Foundation Board of Directors will have at least 3 members:

- (a) President, appointed by the VGS Board of Directors for a 1 year term, who will serve on the VGS Board of Directors as a voting member;
- (b) Secretary, appointed by the VGS Board of Directors for a 1 year term, who will serve on the VGS Executive Committee as a non-voting member; (c)
The VGS Treasurer.

ARTICLE XII

Board of Directors

12.1 The Board of Directors shall consist of nine (9) members, composed of the following members:

- (a) One (1) member shall be the current President of VGS ; (b)
One (1) member shall be the current Treasurer of VGS ; (c)
One (1) member shall be the current president of the VGS Foundation; (d)
- Three (3) members shall be three (3) past Presidents of VGS ;
- (e) Two (2) members shall be elected by the previous Board of Directors;
- (f) One (1) member shall be the current First Vice President of VGS .

No past member of the Board of Directors shall be eligible for reelection until the expiration of at least one year after the end of the term of the past member.

12.2 The term of each member of the Board of Directors enumerated in 12.1 shall be as follows:

- (a) One (1) year term for the current President of VGS ;
- (b) A maximum of two (2) year terms for the current Treasurer of VGS ;
- (c) Two (2) year terms for the President of the VGS Foundation;
- (d) Three (3) year terms for the immediate past Presidents of VGS ;
- (e) Two (2) year terms for each elected member. The terms of the initial members in this category shall be staggered so that one (1) member in this category shall be elected each year. The two members so elected shall constitute the eighth and ninth members of the Board of Directors and shall serve a two-year term each.
- (f) One (1) year term for the current First Vice President.

12.3 The Board of Directors shall have general supervisory responsibility for VGS , in the following respects:

- (a) The Board of Directors shall adopt the annual budget for VGS , which will be implemented by the officers of VGS . A proposed operating budget shall be prepared by the Treasurer, as directed by the Executive Committee and the VGS Office Manager, which then shall be presented to the VGS Board of Directors for approval. The VGS Board of Directors may accept the budget as presented or may return the budget to the Treasurer for resubmission until such time as the VGS Board of Directors approves the budget. The VGS Board of Directors shall adopt the annual budget for the next ensuing year no later than December 31st of each year.

(b) The treasurer shall manage and invest all excess monies in the investment savings program from the previous years. All investment decisions must be approved or ratified by the Board of Directors.

(c) The First Vice President shall attend meetings of the Board of Directors and shall transcribe official minutes of such meetings.

(d) The Board of Directors shall advise and assist the officers in the operation of VGS as may be necessary.

(e) The Board of Directors shall have authority to amend these Bylaws from time to time. The General Membership of VGS must ratify any such amendment at the next ensuing annual meeting, or earlier if deemed necessary by the Board, or such amendment shall thereafter be of no effect, provided that no actions taken in good faith pursuant to such amendment prior to failure to ratify shall be impaired.

(f) The Board of Directors shall have the power to remove any officers or Directors of VGS with or without cause. A vote of two-thirds (2/3) of the total membership of the Board of Directors shall be required to remove an officer or Director under this paragraph. A successor to any officer so removed may be elected pursuant to the provisions of paragraph 10.3 of these Bylaws. A successor to any Director so removed may be elected pursuant to the provisions of paragraph 12.6 of these Bylaws.

(g) The Board shall further perform such duties as may be required by these Bylaws, and as may be necessary or convenient to the performance of the foregoing duties.

12.4 At the last scheduled meeting of the Board of Directors, the Board of Directors shall elect from among its members a chairman, who shall preside over the meetings of the Board for the following year. The chairperson shall be a voting member of the Board and shall serve as the Chief Executive Officer of VGS .

12.5 The chairman of the Board of Directors shall designate committees as the chairman deems necessary for the proper operation and administration of VGS .

12.6 If any past VGS President serving on the Board shall die, resign, refuse to serve or cease to serve, or if any other Board member shall die, resign, refuse to serve or cease to serve for any reason. the remaining members of the Board shall elect a new member to serve the unexpired term of the vacant position.

12.7 The Board of Directors shall appoint Counsel for advice, or representation in legal matters. Counsel so appointed shall be a member of the Bar in good standing and his compensation shall be by special authorization of the Board of Directors.

ARTICLE XIII

Meetings of the Board of Directors

13.1 Regular meetings of the Board of Directors shall be held bimonthly on the third Monday of the applicable month, commencing in January of each year, without notice at such times and places as the Board of Directors may from time to time designate.

13.2 Notice of meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall

constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

13.3 Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

13.4 A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of adjournment, to the other Directors.

13.5 Special meetings of the Board of Directors may be called by the Chairman of the Board, by the President of VGS, or by any two Directors; provided that at least two days' notice of the time and place be given to each Director.

13.6 At all meetings of the Board of Directors, the presence of a majority of the authorized number of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors except as may be otherwise specifically provided by law, by the Articles of Incorporation or by these Bylaws. In the absence of a quorum, a majority of the Directors present at any meeting may adjourn the meeting from time to time until a quorum be had.

13.7 Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if, prior to such action, a written consent, setting forth the action so taken, is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or Committee.

13.8 Any action which the Board of Directors or any other duly appointed committee may lawfully take in a formal meeting may instead be taken by means of an email vote, except for actions that the Articles of Incorporation or Bylaws specifically provide may not be taken by telephone, email or other electronic means. To conduct such an email vote the Chairman of the Board or Secretary of the Board in matters related to the VGS Board shall make good faith efforts to email committee member, present to those emailed the matter to be voted on. The requesting officer will record the votes.

ARTICLE XIV

Committees

14.1 VGS shall have the following standing committees: Executive Committee and the Nominating Committee. VGS may have such other committees as may be appointed from time to time by the Chairman of the Board of Directors or the President.

14.2 The Nominating Committee shall be composed of the current President and the two (2) immediate past Presidents of VGS. The current First Vice President shall be a non-voting member of

said Committee. The Nominating Committee shall solicit suggestions from members of the Executive Committee and the Board of Directors. The Nominating Committee shall prepare a slate of officers for submission to the vote of the membership at the next following annual meeting of VGS. The slate of nominees shall be approved by the Board of Directors and finalized by October 1 of each year. In the September edition of *Net News* or any other publication of general circulation designated by the Executive Committee, the membership of VGS shall be notified of their right to send in write-in nominees. The members shall then be entitled to send in write-in nominees, which must be received in writing at the VGS office by October 15 of each year. The entire slate of nominee candidates and write-in candidates shall be published in the November issue of *Net News*, or in any other publications of general circulation designated by the Executive Committee, prior to the annual meeting at which the nominees are to be voted upon. If prior to election but after a slate of candidates is determined as described above, (i) any non-write in candidate withdraws his/her name from the slate of candidates, or (ii) it is determined by the Board of Directors that a non-write in candidate will be unable to fulfill his/her duties of office (because of illness, disability, death, conflict of interest, etc.) if nominated or elected (hereinafter the events described in (i) or (ii) above shall be referred to as a "Withdrawal" or "Withdrawn") and the Withdrawal occurs prior to the next Annual Meeting, the Nominating Committee shall meet and, with the approval of the Board of Directors, replace the Withdrawn candidate(s) (including the replacement of the original slate in order to fill the Withdrawn candidate's position).

14.3 Unless the Board of Directors provides otherwise, in the interval between meetings of the Board of Directors, the Executive Committee may exercise all of the powers of the Board of Directors in the day to day management of the business affairs of the corporation, including all powers herein or in the Articles of Incorporation specifically granted to the Board of Directors, and may authorize the seal of the corporation to be affixed to all papers which may require it; provided, however, that the Executive Committee shall not have the power to amend or repeal any resolution of the Board of Directors that by its terms shall not be subject to amendment or repeal by the Executive Committee, and the Executive Committee shall not have the authority of the Board of Directors in reference to the items expressly reserved in Article XII hereof.

14.4 Each Committee of VGS shall meet from time to time on call of the Committee Chairman, the Chairman of the Board of Directors, the President or of any two or more members of the respective Committee. Meetings of a Committee may be held at such place or places as the Committee shall determine or as may be specified or fixed in the respective notices or waivers of such meetings. A majority of the Members of the Committee shall constitute a quorum. Each Committee may fix its own rules of procedure, including provision for notice of its meetings.

14.5 Each Committee shall act by majority vote by the quorum present at the meeting. The action taken by each Committee shall be recorded and the minutes thereof shall be permanently filed with other minutes of the Corporation.

14.6 Any action which the Executive Committee or any other duly appointed committee may lawfully take in a formal meeting may instead be taken by means of an email vote, except for actions that the Articles of Incorporation or Bylaws specifically provide may not be taken by telephone, email or other electronic means. To conduct such an email vote the President or Secretary of the Executive Committee in cases related to the Executive Committee shall make good faith efforts to email committee member, present to those emailed the matter to be voted on. The requesting officer will record the votes

ARTICLE XV

Annual Meeting

The Annual Meeting of the membership of VGS for the election of Officers and for transaction of any other business shall be held during the month of November as fixed by the Board of Directors. The place of the Annual Meeting shall be designated by the Chairman of the Board of Directors. The Annual Meeting shall be presided over by the Board of Directors. Notice of the Annual Meeting shall be published in the "Net News" at least once prior to the Annual Meeting. No further notice need be given regarding the Annual Meeting of members. Nominations for officers shall be made only in accordance with Section 14.2.

Special meetings of VGS may be called by the Board of Directors at any time as needed.

At all meetings of VGS those present shall constitute a quorum and a majority of those present shall constitute the action of VGS.

The Order of Business at the Annual Meeting of Members of VGS shall be as follows:

1. Reading and approval of the Minutes of the meeting last held;
2. Treasurer's Report;
3. President's Report;
4. Elections;
5. Miscellaneous or Special Business;
6. Adjournment.

ARTICLE XVI

Indemnification

16.1 Under the circumstances prescribed in paragraphs 16.3 and 16.4 of this Section, the corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a Director or Officer of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

16.2 Under the circumstances prescribed in paragraphs 16.3 and 16.4 of this Section, the corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact he is or was a Director or Officer of the corporation, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or believed to be in or not opposed to the best interests of the corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or reckless misconduct in the performance of his duty to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

16.3 To the extent that a Director or Officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs 16.1 and 16.2 of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

16.4 Except as provided in paragraph 16.3 of this section and except as may be ordered by a court, any indemnification under paragraphs 16.1 and 16.2 of this section shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director or Officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 16.1 and 16.2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by the firm of independent legal counsel then employed by the corporation, in a written opinion.

16.5 Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

16.6 The indemnification provided by this section shall not be deemed exclusive of any other right to which the persons indemnified hereunder shall be entitled and shall inure to the benefit of the heirs, executors or administrators of such persons.

16.7 The corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the corporation, 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 such liability under the provisions of this section.

ARTICLE XVII

Amendments

These Bylaws shall be subject to alteration, amendment, or repeal and new Bylaws approved by the Board of Directors at any regular or special meeting of the Board of Directors. Any such action taken with respect to the Bylaws must be approved by two-thirds affirmative vote of the membership of the Board of Directors present at the meeting at which such amendment was officially acted upon. Prior to becoming effective, any such action must be ratified by the General Membership of VGS according to Article 12.3(e).

ARTICLE XVIII

Miscellaneous

18.1 The Board of Directors shall cause the books of account of VGS to be audited and certified annually by a Public Accounting firm.

Fiscal Year

18.2 The fiscal year of the corporation shall be fixed from time to time by Resolution of the Board of Directors.

Notices

18.3 Whenever under the provisions of these Bylaws notice is required to be given to any Member, Officer, or Director, notice shall be deemed legally sufficient even if not given in accordance with these Bylaws, if the notice given shall be approved by the Executive Committee, either before or after the meeting in question.

Release And Hold Harmless

18.4 As a condition of membership to VGS and in consideration of being accepted as a Member and/or participating in or attending any VGS tournament, league play or any event whatsoever sponsored by or affiliated with VGS [hereinafter, "VGS Event(s)"], each VGS Member releases all claims and holds harmless the Releasees (defined below) from any and all liabilities, damages, expenses, costs, claims and causes of action that the Member may have or claim to have now or in the future against the VGS Victory Golf Society, and its employees, officers, directors, committee members, representatives, affiliates and volunteers (the "Releasees") arising from or connected with the Member's membership in VGS, or participation in or attendance at (including travel to and from) any VGS Event(s) during any time of the Member's membership in VGS."

The payment of the Member's VGS dues by or on behalf of the Member or the participation in or attendance at any VGS Event(s) shall constitute the Member's acceptance, agreement with and ratification of the foregoing Release and Hold Harmless Agreement.

bylaws 11103 rev. article 12.6:

11/02 articles IX, 9.4; IX, 9.6; and X, 10.1 amended after 2001 Annual Meeting

articles V, 9.9; XIII 13.8; XIV, 14.6; and XVIII, 18.1; amended after 2002 Annual Meeting article XVIII, 18.4 added after 2002 Annual Meeting

Amended after 2007 Annual Meeting:

Article V, Line 3

Article IX, 9.2, 9.3, 9.4, 9.5, 9.11, 9.12, 9.14

Article X, 10.3, 10.5

Article XI. The VGS Foundation

Article XII, 12.1 (d), 12.1 (f)

Article XII, 12.2 (a), (b), (c), (d), (e), (f)

Article XII, 12.3 (a), (b)

Article XII, 12.6

Article XIV, 14.2

Article XV, Annual Meeting

Article: A'VIII, 18.1

Articles IX, 9.5 & 9.11 and Article X 10.1 after 2014 Annual Meeting

Articles 13.8 (Meetings of the Board of Directors) & 14.6 (Committees) after 2016 Annual Meeting

Article IX, Section (9.9), Article IX, (9.10), Article X (10.1) after 2017 Annual Meeting