

**BYLAWS
OF
NATIONAL ASSOCIATION OF MASTERS**

STATEMENT OF PURPOSE

The general purpose of National Association of Masters (the "Corporation") shall be to foster and promote charitable, scientific, literary or educational aims as those terms are defined in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and including the corresponding provisions of any subsequent Federal tax laws (the "Code"); and specifically to promote and educate the public and the judiciaries of the United States and the several states on the use of Masters to aid in the prompt, efficient, and just resolution of litigation disputes, to improve and advance the skills and knowledge available to Masters serving in the role of Masters, to foster and disseminate scholarly research and publications of practical value to the general public, litigants, judges, and court administration communities, and the carrying out of the other purposes and restrictions set forth in its Articles of Incorporation (the "Articles"); provided, however, that the corporation shall not participate in or intervene in a political campaign on behalf of or in opposition to a candidate for public office, that no substantial part of the activities of the Corporation shall consist in carrying on propaganda or otherwise attempting to influence legislation, and no part of the net earnings of the Corporation, or any other pecuniary gain or profit, shall inure to the benefit of, or be distributable to, any of its Members, Directors, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. In addition, the Corporation shall conform to all other purposes and restrictions set forth in its Articles.

**ARTICLE 1
OFFICES**

1.1 Registered Office. The registered office of the Corporation shall be located within the State of Minnesota as set forth in its Articles. The Corporation's Board of Directors (the "Board") shall have authority to change the registered office of the Corporation and a statement evidencing any such change shall be filed with the Secretary of State of Minnesota as required by law.

1.2 Offices. The Corporation may have other offices, including its principal business office, either within or without the State of Minnesota.

**ARTICLE 2
CORPORATE SEAL**

2.1 Corporate Seal. The Board shall determine whether or not the Corporation will adopt a corporate seal. If a corporate seal is adopted, inscribed on the corporate seal shall be the name of the Corporation and the words "Corporate Seal," and when so directed by the Board, a duplicate of the seal may be kept and used by the Secretary of the Corporation.

ARTICLE 3 MEMBERS

3.1 Number of Members. The Corporation shall initially consist of four (4) Members who are named in the Articles.

3.2 Qualifications, Conditions, Rights and Privileges of Members. The Board may admit Members and, except as otherwise limited by the Articles, determine the qualifications, conditions, voting rights (if any), and other rights and privileges of a Member of the Corporation; provided, however, that such qualifications, conditions, rights and privileges shall be set forth in these Bylaws, as so amended. A Member's terms shall continue for a limited term determined by the Board. Membership shall be open to attorneys in good standing in one of the states, so long as they serve at the time of application or have previously served as a court Master pursuant to judicial appointment or in a role substantially equivalent to the role of Master under Rule 53 of the Federal Rules of Civil Procedure. Judges or other regular members of the judiciary are not eligible for nomination to membership, but a member appointed or elected to the bench of any court may continue as a member. The qualifications for membership may hereafter be changed by action of the Directors.

3.3 Regular Meetings. Regular meetings of the Members shall be held at the Corporation's registered office or at such other place within or without the State of Minnesota as is designated by the Board. Regular meetings may be held annually or on a less frequent periodic basis, as established by a resolution of the Board, or may be held on call by the Board from time to time as and when the Board determines. At each regular meeting, the officers shall present to the Members a report on the activities and financial condition of the Corporation, the Members who are entitled to vote shall elect qualified successors for Directors who serve for an indefinite term or whose terms have expired or are due to expire within six (6) months after the date of the meeting, and the Members may transact such other business which properly comes before them.

3.4 Special Meeting. Special meetings of the Members may be called by the President, by a Vice-President in the absence of the President, by the Treasurer, or by the Board or any two or more members thereof. Special meetings may also be called by one or more Members holding 10% or more of the voting rights of the Corporation by delivering to the President or Treasurer a written demand for a special meeting, which demand shall state the purpose of such meeting. Within thirty (30) days after receipt of the written demand, the Board shall call a special meeting of the Members to be held within ninety (90) days after receipt of the written demand. Any special meeting held pursuant to such written demand shall be held within the county where the principal executive office of the Corporation is located.

3.5 Quorum. Business may be transacted at any duly held meeting of the Members at which a quorum is present. A majority of the Members who are entitled to vote constitutes a quorum for the transaction of business. The Members present at the meeting and are entitled to vote may continue to transact business until adjournment, even though a number of Members withdraw leaving less than a quorum. If a quorum is not present at any meeting, those Members present have the power to adjourn the meeting from time to time until the requisite number of Members are present. The date, time and place of the reconvened meeting shall be announced at

the time of adjournment and notice of the reconvened meeting shall be given to all Members who were not present at the time of adjournment. Any business that might have been transacted at the meeting which was adjourned may be transacted at the reconvened meeting.

3.6 Voting. At each meeting of the Members, every Member who is entitled to vote may do so in person or by written proxy. Each Member has one (1) vote. All elections and questions shall be decided by a majority vote of the Members in attendance at the meeting and entitled to vote, whether by written proxy or in person, except as otherwise required by statute, the Articles, these Bylaws, or by agreement among the Members who are entitled to vote.

3.7 Notice of Meeting. Notice of regular or special meetings of the Members shall be given by an officer or agent of the Corporation to each Member. If the notice is to be mailed, then the notice must be mailed to each Member at the Member's address as shown on the books of the Corporation at least five (5) calendar days prior to the meeting. If the notice is not mailed, then the notice must be given at least forty-eight (48) hours prior to the meeting. The notice must contain the date, time and place of the meeting, and in the case of a special meeting, must also contain a statement of the purpose of the meeting. In no event shall notice be given more than sixty (60) days prior to the meeting.

3.8 Proxies. At all meetings of Members, a Member who is entitled to vote may do so by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. Such proxies must be filed with an officer of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

3.9 Presiding Officer. The President of the Corporation shall preside over all meetings of the Members. In the absence of the President, the Members may choose any person present to act as the presiding officer for the meeting.

3.10 Written Action by Members. Any actions which may be taken at a meeting of the Members may be taken without a meeting and notice if a consent in writing, setting forth the action so taken, is signed by all of the Members who are entitled at a meeting for such purpose; provided, however, that a copy of such form of consent in writing shall also be sent to each other Member who is entitled to vote.

3.11 Meeting by Electronic Communications. A conference among Members by any means of communication through which the Members may simultaneously hear each other during the conference shall constitute meeting of the Members if the number of Members participating in the conference and entitled to vote would be sufficient to constitute a quorum at a meeting, and if the same notice is given of the conference as would be required for a meeting of the Members under these Bylaws. In any meeting of the Members, a Member may participate by any means of communication through which the Member, other Members so participating, and all Members physically present at the meeting may simultaneously hear each other during the meeting.

ARTICLE 4
MANAGEMENT – BOARD OF DIRECTORS

4.1 General Powers. The property, affairs and business of the Corporation shall be managed by the Board, except to the extent reserved by the Members in the Articles. In addition to the powers and authority expressly conferred by these Bylaws upon the Board, it may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law, the Articles or these Bylaws directed or required to be exercised or done by the Members.

During any time when the Corporation has no Members, any action requiring the approval of Members under the Articles, these Bylaws or applicable law shall require only the approval of the Board.

4.2 Number. The Board shall consist of at least three (3) but no more than twenty-five (25) Directors, the exact number of which shall be established by action of a majority of Members from time to time. Any newly created directorships established by the Members shall be filled by a majority vote of the Directors serving at the time of increase.

4.3 Initial Board. The initial Board consists of the four (4) Directors named in a written action of the Incorporators of the Corporation.

4.4 Qualifications and Term of Office. Directors shall be individuals, but need not be residents of the State of Minnesota. Each member of the Board shall be elected at the annual meeting of the Corporation, for a term of three years; provided, however, that an *ex officio* director may serve for as long as he or she holds the office or position designated in the Articles or these Bylaws. A Director shall hold office until the regular meeting for the year in which his or her term expires and until the Director's successor is elected and qualifies, or until the earlier death, resignation, removal, or disqualification of the Director.

4.5 Quorum. A majority of the Board currently holding office constitutes a quorum for the transaction of business; provided, however, that if any vacancies exist by reason of death, resignation, or otherwise, a majority of the remaining Directors constitutes a quorum. If less than a quorum is present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.6 Action of Directors. Except as expressly provided otherwise in the Articles or these Bylaws, the acts of a majority of the Directors present at a meeting of the Board, at which a quorum is present, shall be the acts of the Board.

4.7 Meetings. Meetings of the Board may be held from time to time at any place, within or without the State of Minnesota, that the Board may select. If the Board fails to select a place for a meeting, the meeting shall be held at the principal executive office of the Corporation. The President or any Director may call a meeting of the Board by giving notice, either orally or in writing, to all Directors of the date, time and place of the meeting. If the notice is to be mailed, then the notice must be mailed to each Director at least five (5) calendar days prior to the meeting. If the notice is not mailed, then the notice must be received at least five (5) calendar days prior to the meeting. If the date, time and place of the meeting of the Board has been announced at a previous meeting of the Board, no additional notice of such meeting is required,

except that notice shall be given to all Directors who were not present at the previous meeting. A notice of the meeting of the Board need not state the purpose of the meeting. A Director may orally or in writing waive notice of the meeting. Attendance by a Director at a meeting of the Board also constitutes a waiver of notice of such meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting allegedly is not lawfully called or convened and such Director does not participate thereafter in the meeting.

4.8 Meeting by Electronic Communications. A conference among Directors by any means of communication through which the Directors may simultaneously hear each other during the conference constitutes a meeting of the Board, if the number of Directors participating in the conference would be sufficient to constitute a quorum at a meeting, and if the same notice is given of the conference as would be required for a Board meeting under these Bylaws. In any Board meeting, a Director may participate by any means of communication through which the Director, other Directors so participating, and all Directors physically present at the meeting may simultaneously hear each other during the meeting.

4.9 Committee. By the affirmative vote of a majority of all of the Directors then serving, the Board may establish a committee or committees having the authority of the Board in the management of the business of the Corporation to the extent provided in the resolution adopted by the Board. A committee shall consist of one or more persons, who need not be Directors, that have been appointed by affirmative vote of a majority of the Directors present. The chairperson of the committee must be a member of the Board. A majority of the members of the committee present at any meeting of the committee is a quorum for the transaction of business, unless a larger or smaller proportion or number is provided in the resolution approved by the Board. Committees created by the Board shall keep a record of their deliberations and shall report regularly to the Board. All committee records shall be available upon request to members of the committee and to any Director.

Meetings of such committees shall be called, notices of such meetings shall be given and actions taken in the same way as meetings of the Board.

4.10 Action by Absent Director. A Director may give advance written consent or opposition to a proposal to be acted upon at a Board meeting by giving a written statement to the President, Treasurer, or any Director which sets forth the proposal to be voted on and contains a statement of the Director's voting preference with regard to the proposal. An advance written statement does not constitute presence of the Director for purposes of determining a quorum, but the advance written statement shall be counted in the vote on the subject proposal; provided, however, that the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal set forth in the advance written statement. The advance written statement by a Director on a proposal shall be included in the records of the Board's action on the proposal.

4.11 Removal of Directors. Any Director who has been elected by the Board to fill a vacancy on the Board, or to fill a directorship created by action of the Board, may be removed with or without cause by a majority vote of all Directors constituting the Board, exclusive of the Director whose removal is proposed, or by those Members eligible to elect the Director. A

Director elected by a limited number of Members entitled to vote in that election may be removed only by those Members eligible to elect the Director.

4.12 Vacancies. Any vacancy on the Board, including a vacancy resulting from an increase in the number of Directors, may be filled by vote of the remaining Directors, even though less than a quorum. Any vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy actually occurs. Any Director appointed to fill a vacancy shall serve until the regular meeting at which such position is up for election.

4.13 Written Action by All of the Directors. Any action which may be taken at a meeting of the Board may be taken without a meeting and notice thereof, if a consent in writing setting forth the action taken is signed by all of the Directors.

4.14 Dissent from Action. A Director of the Corporation who is present at a meeting of the Board at which any action is taken shall be presumed to have assented to the action taken, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter, or unless the Director votes against the action at the meeting, or is prohibited from voting on the action.

ARTICLE 5 OFFICERS

5.1 Election of Officers. The Board shall from time to time, elect a Chief Executive Officer, who may also be designated as President, and a Chief Financial Officer, who may also be designated as Treasurer. The Board may elect, but shall not be required to elect, a Secretary, one or more Vice Presidents, and a Chairperson of the Board. In addition, the Board may elect such other officers and agents as it may deem necessary. The officers shall exercise such powers and perform such duties as are prescribed by applicable statutes, the Articles, these Bylaws, or as may be determined from time to time by the Board. Any number of offices may be held by the same person.

5.2 Term of Office. The officers shall hold office until their successors are elected and qualify; provided, however, that any officer may be removed with or without cause by the affirmative vote of a majority of the Directors present at a Board meeting at which a quorum is present.

5.3 Chief Executive Officer. The Chief Executive Officer shall:

- (a) Have general active management of the business of the Corporation;
- (b) When present, preside at all meetings of the Members;
- (c) When present, and if there is not a Chairperson of the Board, preside at all meetings of the Board;
- (d) See that all orders and resolutions of the Board are carried into effect;

(e) Sign and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles or Bylaws or by the Board to some other officer or agent of the Corporation;

(f) Maintain records of and, whenever necessary, certify all proceedings of the Board and the Members; and

(g) Perform all other duties prescribed by the Board.

All other officers shall be subject to the direction and authority of the Chief Executive Officer.

5.4 Chief Financial Officer. The Chief Financial Officer shall:

(a) Keep accurate financial records for the Corporation;

(b) Deposit all money, drafts and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board;

(c) Endorse for deposit all notes, checks and drafts received by the Corporation as ordered by the Board, making proper vouchers therefor;

(d) Disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board;

(e) Render to the Chief Executive Officer and the Board, whenever requested, an account of all transactions by the Chief Financial Officer and of the financial condition of the Corporation; and

(f) Perform all other duties prescribed by the Board or by the Chief Executive Officer.

5.5 Vice President. The Vice President, if any, shall have such powers and perform such duties as may be specified in these Bylaws or prescribed by the Board. If the Chief Executive Officer is absent or disabled, the Vice President shall succeed to the President's powers and duties. If there are two or more Vice Presidents, the order of succession shall be determined by seniority of election or as otherwise prescribed by the Board.

5.6 Secretary. The Secretary, if any, shall attend all meetings of the Members and the Board. The Secretary shall act as clerk and shall record all the proceedings of the meetings in the minute book of the Corporation and shall give proper notice of meetings of Members and the Board. The Secretary shall keep the seal of the Corporation, if any, and shall affix the seal to any instrument requiring it and shall attest the seal, and shall perform such other duties as may be prescribed from time to time by the Board.

5.7 Chairperson of the Board. The Chairperson of the Board, if any, shall preside at all meetings of the Board and shall perform such other duties as may from time to time be assigned by the Board.

5.8 Assistant Officers. In the event of absence or disability of any Vice President, Secretary or the Chief Financial Officer, the assistant to such officer, if any, shall succeed to the powers and duties of the absent officer until the principal officer resumes his duties or a replacement is elected by the Board. If there are two or more assistants, the order of succession shall be determined through seniority by the order in which elected or as otherwise prescribed by the Board. The assistant officers shall exercise such other powers and duties as may be delegated to them from time to time by the Board or the principal officer under whom they serve, but at all times shall remain subordinate to the principal officers they are designated to assist.

ARTICLE 6 INDEMNIFICATION

The Corporation shall indemnify its Members, Directors, officers, employees and agents to the full extent permitted by the laws of the State of Minnesota, as now in effect, or as the same may be hereafter modified.

ARTICLE 7 FINANCIAL AND PROPERTY MANAGEMENT

7.1 Checks. All checks, drafts, other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President or Treasurer, or any other officer or officers, as may from time to time be determined by resolution of the Board.

7.2 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

7.3 Voting Securities Held by Corporation. The President, or other officer or agent designated by the Board, shall have full power and authority on behalf of the Corporation to attend, act at, and vote at any meeting of security or interest holders of other corporations or entities in which the Corporation may hold securities or interests. At the meeting, the President or other designated agent shall possess and exercise any and all rights and powers incident to the ownership of the securities or interest which the Corporation holds.

ARTICLE 8 CONFLICTS OF INTEREST

8.1 Definitions. A Member, Director or officer of the Corporation shall be considered to have a "conflict of interest" if: (a) such person has any existing or potential material financial interest or other interest that impairs or might reasonably appear to impair such person's independent, unbiased judgment in the discharge of his or her responsibilities to the Corporation; or (b) such person is aware that a member of his or her family or any organization in which such

person (or any member of his or her family) is an officer, director, employee, member, partner, trustee or controlling stockholder, has any such existing or potential financial or other interest.

For purposes of this Article 8, "family" includes, with respect to any individual and his or spouse (if any), ancestors, descendants, other relatives residing in the same household of such individual, and domestic partner (as that term is generally understood), if any.

8.2 Avoidance of Conflict. All Members, Directors and members of any committee of the Board shall disclose to the Board any possible conflict of interest at the earliest practical time. No such Member, Director or committee member shall vote on any matter under consideration by the Members, the Board or any committee of the Board in which the Member, Director or committee member has a conflict of interest, whether or not the applicable requirements of section 317A.255(b) of the Minnesota Statutes are satisfied. The minutes of any such meeting shall reflect that such a disclosure was made and that the Member, Director or committee member having a conflict of interest abstained from voting on any matter affected by such conflict of interest. Any such Member, Director or committee member who is uncertain whether a conflict of interest may exist in any matter may request the Board (or, if applicable, such committee) to resolve such question by majority vote, and the person requesting such vote shall abstain from that vote.

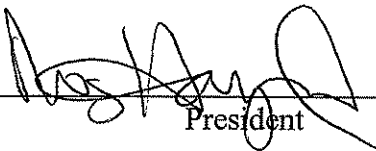
Furthermore, no such Member, Director or committee member, nor any officer of the Corporation, may accept any gift or any compensation from any person or entity that seeks to do business with, or competes with the Corporation, under circumstances that might reasonably appear to influence or potentially influence such individual in the performance of his or her duties for the Corporation.

ARTICLE 9 AMENDMENTS

Except to the extent expressly provided otherwise in these Articles, the Board of the Corporation is authorized to adopt Bylaws for the Corporation and from time to time to adopt, amend or repeal Bylaws to the extent and in the manner prescribed in the Minnesota Statutes. Any permitted adoption, amendment or repeal of the Bylaws shall be carried out by an affirmative vote of a majority of all of the Directors then serving or, if applicable, a majority of the Members who are entitled to vote. Any authority in the Board to adopt, change or repeal the Bylaws is subject to the power of a majority of the voting Members to prospectively revoke or modify the authority of the Board to adopt, change or repeal the Bylaws at a special meeting called for that purpose.

The undersigned officer of the Corporation hereby certifies that these Bylaws were duly adopted by the Board as of the date set forth below.

Effective Date of Adoption: October 18, 2004



President