

BYLAWS

OF

HANOVER CAREER STUDENT RESOURCE, INC.

ARTICLE I

Meetings of Members.

1.1 Places of Meetings. All meetings of the members shall be held at such place, either within or without the State of Virginia, as from time to time may be fixed by the Board of Directors.

1.2 Annual Meetings. The annual meeting of the members, for the election of Directors and transaction of such other business as may come before the meeting, shall be held in each year during the month of ~~May~~ March at a time and date to be determined by the Board of Directors.

1.3 Special Meetings. A special meeting of the members for any purpose or purposes may be called at any time by the President, the Treasurer, or by a majority of the Board of Directors. At a special meeting, no business shall be transacted and no corporate action shall be taken other than that stated in the notice of the meeting.

1.4 Notice of Meetings. Written or printed notice stating the place, day, and hour of every meeting of the members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed not less than ten nor more than sixty days before the date of the meeting to each member entitled to vote at such meeting, at the member's address that appears in the books of the Corporation. Such further notice shall be given as may be required by law, but meetings may be held without notice if all the members entitled to vote at the meeting are present in person or by proxy or if notice is waived in writing by those not present, either before or after the meeting.

1.5 Quorum. Any number of members constituting at least a simple majority of the membership who shall be present in person or represented by proxy at any meeting duly called, shall constitute a quorum for the transaction of business. If less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned from time to time by a majority of the members present or represented by proxy without notice other than by announcement at the meeting.

1.6 Voting. At any meeting of the members, each member entitled to vote on any matter coming before the meeting shall, as to such matter, have one vote, in person or by proxy on the date, not more than seventy days prior to such meeting, fixed by the Board of Directors as the record date for the purpose of determining members entitled to vote. Every proxy shall be in writing, dated, and signed by the member entitled to vote or the member's duly authorized attorneyinfect.

1.7 Inspectors. An appropriate number of inspectors for any meeting of members may be appointed by the President or acting Chairman of such meeting. Inspectors so appointed will open and close the polls, will receive and take charge of proxies and ballots, and will decide all questions as to the qualifications of voters, validity of proxies and ballots, and the number of votes properly cast.

ARTICLE II

Directors.

2.1 General Powers. The property, affairs, and business of the Corporation shall be managed by the Board of Directors, and except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all of the powers of the Corporation shall be vested in such Board.

2.2 Number of Directors. The number of Directors constituting the Board of Directors shall be fifteen.

2.3 Election and Removal of Directors; Quorum.

(a) Directors shall be elected at each annual meeting of members to succeed those Directors whose terms have expired and to fill any vacancies then existing.

(b) Directors shall hold their offices for terms of three years and until their successors are elected. Every year five of the fifteen directors will be elected to new three-year terms. Any Director may be removed from office at a meeting called expressly for that purpose by not less than a majority of the voting of members. Any Director who misses three meetings in one calendar year will be asked to resign from the board. It is expressly permitted for a Director to serve successive terms if elected.

(c) Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors though less than a quorum of the Board, and the term of office of any Director so elected shall expire on the date fixed for the expiration of the term of office of the Director to which such Director was so elected.

(d) A majority of the number of Directors elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

2.4 Meetings of Directors. An annual meeting of the Board of Directors shall be held ~~on the second Friday in May or~~ immediately following the adjournment of the annual meeting of

the membership in March and at the same location. Other meetings of the Board of Directors shall be held at places within or without the State of Virginia and at times fixed by resolution of the Board, or upon call of the President, the Treasurer, or any two of the Directors. The Secretary or officer performing the Secretary's duties shall give not less than twenty-four hours' notice by letter, facsimile, or telephone (or in person) of all meetings of the Board of Directors, provided that notice need not be given of an annual meeting or of regular meetings held at times and places fixed by resolution of the Board. Meetings may be held at any time without notice if all of the Directors are present, or if those not present waive notice in writing either before or after the meeting. The notice of meetings of the Board need not state the purpose of the meeting.

2.5 Compensation. By resolution of the Board, Directors may be allowed a fee and expenses for attendance at all meetings, but nothing herein shall preclude Directors from serving the Corporation in other capacities and receiving compensation for such other services.

ARTICLE III

Committees.

3.1 Executive Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, may elect an Executive Committee which shall consist of not less than two Directors, including the President. When the Board of Directors is not in session, the Executive Committee shall have all power vested in the Board of Directors by law, by the Articles of Incorporation, or by these Bylaws, provided the Executive Committee shall not have power to (i) approve or recommend to members action that the Virginia Non-Stock Corporation Act requires to be approved by members; (ii) fill vacancies on the Board or on any of its committees; (iii) amend the Articles of Incorporation pursuant to section 13.1807 of the Virginia Code; (iv) adopt, amend, or repeal the Bylaws; (v) approve a plan or merger not requiring member approval; and (vi) authorize or approve a distribution, except according to a general formula or method prescribed by the Board of Directors. The Executive Committee shall report at the next regular or special meeting of the Board of Directors all action that the Executive Committee may have taken on behalf of the Board since the last regular or special meeting of the Board of Directors.

3.2 Finance Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, may elect a Finance Committee which shall consist of not less than two Directors. The Finance Committee shall consider and report to the Board with respect to plans for corporate expansion, capital structure, and long range financial requirements. The Committee shall also consider and report to the Board with respect to such other matters relating to the financial affairs of the Corporation as may be requested by the Board or the appropriate officers of the Corporation. The Committee shall report periodically to the Board of Directors on all action that it may have taken.

3.3 Other Committees. The Board of Directors, by resolution adopted by a majority of the number of Directors fixed by these Bylaws, may establish such other standing or special committees of the Board as it may deem advisable, consisting of not less than two Directors; and

the members, terms, and authority of such committees shall be set forth in the resolutions establishing the same.

3.4 Meetings. Regular and special meetings of any Committee established pursuant to this Article may be called and held subject to the same requirements with respect to time, place, and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors.

3.5 Quorum and Manner of Acting. A majority of the members of any Committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a Committee meeting at which a quorum is present shall constitute the act of the Committee.

3.6 Term of Office. Members of any Committee shall be elected as above provided and shall hold office until their successors are elected by the Board of Directors or until such Committee is dissolved by the Board of Directors.

3.7 Resignation and Removal. Any member of a Committee may resign at any time by giving written notice of the intention to do so to the President or the Secretary of the Corporation, or may be removed, with or without cause, at any time by such vote of the Board of Directors as would suffice for his or her election.

3.8 Vacancies. Any vacancy occurring in a Committee resulting from any cause whatever may be filled by a majority of the number of Directors fixed by these Bylaws.

ARTICLE IV

Officers.

4.1 Election of Officers; Terms. The officers of the Corporation shall consist of a President and a Secretary. Other officers, including a Chairman of the Board, one or more Vice Presidents (whose seniority and titles, including Executive Vice Presidents and Senior Vice Presidents, may be specified by the Board of Directors), a Treasurer, and assistant and subordinate officers, may from time to time be elected by the Board of Directors. All officers shall hold office until the next annual meeting of the Board of Directors and until their successors are elected. The President shall be chosen from among the Directors. Any two officers may be combined in the same person as the Board of Directors may determine.

4.2 Removal of Officers; Vacancies. Any officer of the Corporation may be removed summarily with or without cause, at any time, by the Board of Directors. Vacancies may be filled by the Board of Directors.

4.3 Duties. The officers of the Corporation shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are prescribed by law or are hereinafter provided or as from time to time shall be conferred by the Board of Directors. The

Board of Directors may require any officer to give such bond for the faithful performance of his or her duties as the Board may see fit.

4.4 Duties of the President. The President shall be the chief executive officer of the Corporation and shall be primarily responsible for the implementation of policies of the Board of Directors. The President shall have authority over the general management and direction of the business and operations of the Corporation and its divisions, if any, subject only to the ultimate authority of the Board of Directors. The President may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. The President shall perform all duties incident to the office of the Treasurer if no Treasurer is elected by the Board of Directors. In addition, the President shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned by the Board of Directors.

4.5 Duties of the Vice Presidents. Each Vice President, if any, shall have such powers as may from time to time be assigned to each Vice President by the President or the Board of Directors. Any Vice President may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors, except where the signing and execution of such documents shall be expressly delegated by the Board of Directors or the President to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed.

4.6 Duties of the Treasurer. The Treasurer, if any, shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation and shall deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Board of Directors. The Treasurer shall be responsible (i) for maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (ii) for the preparation of appropriate operating budgets and financial statements; (iii) for the preparation and filing of all tax returns required by law; and (iv) for the performance of all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors, the Finance Committee, or the President. The Treasurer may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed.

4.7 Duties of the Secretary. The Secretary shall act as secretary of all meetings of the Board of Directors and members of the Corporation. When requested, the Secretary shall also act as secretary of the meetings of the committees of the Board. The Secretary shall keep and preserve the minutes of all such meetings in permanent books. The Secretary shall see that all notices required to be given by the Corporation are duly given and served; shall have custody of the seal, if any, of the Corporation and shall affix the seal or cause it to be affixed to all documents the execution of which on behalf of the Corporation under its corporate seal is duly authorized in

accordance with law or the provisions of these Bylaws; shall have custody of all deeds, leases, contracts, and other important corporate documents; shall have charge of the books, records, and papers of the Corporation relating to its organization and management as a Corporation; shall see that all reports, statements, and other documents required by law (except tax returns) are properly filed; and shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors or the President.

4.8 Compensation. The Board of Directors shall have authority to fix the compensation of all officers of the Corporation.

ARTICLE V

Membership.

Membership in the Corporation shall be open to all interested persons upon the payment of annual dues. Initial dues are set in the amount of ~~\$5.00~~ \$10.00 per year, however this dues amount may be revised from time to time by a vote of the majority of the then current ~~members~~ directors of the Corporation and the membership term shall be congruent with the calendar year. ~~The Board reserves the right to waive dues for certain classifications of membership.~~

ARTICLE VI

Miscellaneous Provisions.

6.1 Seal. The seal of the Corporation shall consist of a flat faced circular die, of which there may be any number of counterparts and on which there shall be engraved the word "Seal" and the name of the Corporation.

6.2 Fiscal Year. The fiscal year of the Corporation shall end on such date and shall consist of such accounting periods as may be fixed by the Board of Directors.

6.3 Checks, Notes, and Drafts. Checks, notes, drafts, and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. When the Board of Directors so authorizes, however, the signature of any such person may be a facsimile.

6.4 Amendment of Bylaws. Unless proscribed by the Articles of Incorporation, these Bylaws may be amended or altered at any meeting of the Board of Directors by affirmative vote of a majority of the number of Directors fixed by these Bylaws. The members entitled to vote in respect to the election of Directors, however, shall have the power to rescind, amend, alter, or repeal any Bylaws and to enact Bylaws which, if expressly so provided, may not be amended, altered, or repealed by the Board of Directors.

ARTICLE VII

Emergency Bylaws.

7.1 The emergency Bylaws provided in this Article VII shall be operative during any emergency, notwithstanding any different position in the preceding Articles of these Bylaws or in the Articles of Incorporation of the Corporation or in the Virginia Non-Stock Corporation Act (other than those provisions relating to emergency bylaws). An emergency exists if a quorum of the Corporation's Board of Directors cannot readily be assembled because of some catastrophic event. To the extent not inconsistent with these Emergency Bylaws, the Bylaws provided in the preceding Articles shall remain in effect during such emergency, and upon the termination of such emergency the Emergency Bylaws shall cease to be operative unless and until another such emergency shall occur.

7.2 During any such emergency:

(a) Any meeting of the Board of Directors may be called by any officer of the Corporation or by any Director. The notice thereof shall specify the time and place of the meeting. To the extent feasible, notice shall be given in accord with Section 2.4, above, but notice may be given only to such of the Directors as it may be feasible to reach at the time, by such means as may be feasible at the time, including publication or radio, and at a time less than twenty-four hours before the meeting if deemed necessary by the person giving notice. Notice shall be similarly given, to the extent feasible, to the other persons referred to in (b) below.

(b) At any meeting of the Board of Directors, a quorum shall consist of a majority of the number of Directors fixed at the time by Article II of the Bylaws. If the Directors present at any particular meeting shall be fewer than the number required for such quorum, other persons present as referred to below, to the number necessary to make up such quorum, shall be deemed Directors for such particular meeting as determined by the following provisions and in the following order of priority: Any other persons that are designated on a list that shall have been approved by the Board of Directors before the emergency, such persons to be taken in such order of priority and subject to such conditions as may be provided in the resolution approving the list.

(c) The Board of Directors, during as well as before any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the Corporation shall for any reason be rendered incapable of discharging their duties.

(d) The Board of Directors, during as well as before any such emergency, may, effective in the emergency, change the principal office or designate several alternative offices, or authorize the officers to do so.

No officer, director, or employee shall be liable for actions taken in good faith in accordance with these Emergency Bylaws.

7.3 These Emergency Bylaws shall be subject to repeal or change by further action of the Board of Directors or by action of the members, except that no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action or inaction prior to the time of such repeal or change. Any such amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

As Amended by vote of the Board of Directors, September 13, 2007 (Text underlined)