

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26

AMENDED AND RESTATED BYLAWS

Revision Approved: 3 April 2008

OCTOBER 13, 2000

**As further amended on 12 March 2001, 27 January 2003, 12 February 2003, 25
September 2003, and 2 August 2007.**

OASIS Open

A PENNSYLVANIA DOMESTIC NON-PROFIT CORPORATION

ARTICLE 1: OFFICES

Section 1. Principal Office

The principal office of the corporation for the transaction of its business shall be at such location within or without the Commonwealth of Pennsylvania as designated by the Board of Directors.

Section 2. Other Offices

The corporation may also have offices at such other places, within or without the Commonwealth of Pennsylvania, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2: PURPOSES

The primary objectives and purposes of this corporation shall be:

(a). OASIS is a non-profit, international consortium of suppliers and users of products and services that support open structured information standards (both de jure and de facto). OASIS is dedicated to accelerating the further adoption, application, and implementation of structured information standards.

(b). OASIS provides its members with an open forum to discuss market needs and directions, and to recommend guidelines for product interoperability. The consortium receives, coordinates, and disseminates information describing structured information standards and related specifications, methods, recommendations, and technologies.

27 (c). The work of OASIS complements that of standards bodies, focusing on making
28 structured information standards easy to adopt and standards-based products practical to
29 use, in real-world, open system applications.

30 (d). Because structured information standards do not constrain the architecture and
31 functionality of applications, great diversity can and does exist among applications and
32 product implementations. OASIS may establish guidelines for an implementation
33 framework within which diverse products will be able to interoperate, without
34 compromising the platform and product independence of documents or the potential for
35 diversity, growth, and extensibility inherent within structured information standards.

36 (e). The Corporation may engage in any other activities to encourage and make
37 practical the adoption and use of structured information standards and may engage in any
38 other activities and undertake any other actions permitted under the Pennsylvania
39 Domestic Non-Profit Corporation Law. Notwithstanding the foregoing, the corporation
40 shall not engage in any activities not permitted to be carried on by a corporation exempt
41 from federal income tax under Section 501(c)(6) of the Internal Revenue Code, as
42 amended, or the corresponding provision of any successor statute.

43 **ARTICLE 3: DIRECTORS**

44 **Section 1. Number**

45 The corporation shall have not less than one (1) nor more than eleven (11) Directors
46 and collectively they shall be known as the Board of Directors (hereinafter referred to as
47 Board). The number may be changed by amendment of this Bylaw, or by repeal of this
48 Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

49 **Section 2. Powers**

50 Subject to the provisions of the Pennsylvania Domestic Non-Profit Corporation law
51 and any limitations in the Articles of Incorporation and Bylaws relating to action required
52 or permitted to be taken or approved by the voting members of this corporation, the
53 activities and affairs of this corporation shall be conducted and all corporate powers shall
54 be exercised by or under the direction of the Board.

55 **Section 3. Duties**

56 It shall be the duty of the Directors to:

57 (a). Perform any and all duties imposed on them collectively or individually by law,
58 by the Articles of Incorporation of this corporation, or by these Bylaws;

59 (b). Appoint and remove, employ and discharge, and except as otherwise provided in
60 these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents
61 and employees of the corporation;

62 (c). Supervise all officers, agents, and employees of the corporation to assure that
63 their duties are performed properly;

64 (d). Fulfill certain specific roles in pursuit of the goals of the corporation, such as
65 President, Chair, Vice-Chair, Secretary, Treasurer, and Chief Officers of technical,
66 marketing, and recruitment education activities.

67 (e). Meet at such times and places as required by these Bylaws;

68 (f). Register their addresses with the Secretary of the corporation, so that notices of
69 meetings sent by postal or electronic mail to them at such addresses shall be valid notices
70 thereof.

71 **Section 4. Compensation**

72 Directors shall serve without compensation. They shall be allowed reasonable
73 advancement or reimbursement of expenses incurred in the performance of their regular
74 duties as specified in Section 3 of this Article. Directors may not be compensated for
75 rendering services to the corporation in any capacity other than Director unless such other
76 compensation is reasonable and is allowable under the provisions of Article 4, 11.

77 **Section 5. Restriction Regarding Interested Directors**

78 Notwithstanding any other provision of these Bylaws, no Director may be an
79 interested person. For purposes of this Section "interested person" means either:

80 (a). Any person currently being compensated by the corporation for services rendered
81 it within the previous twelve (12) months, whether as a full-or-part time officer or other
82 employee, independent contractor, or otherwise, excluding any reasonable compensation
83 paid to a Director as Director; or

84 (b). Any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law,
85 son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person described
86 in Section 5(a) above.

87 **Section 6. Place of Meetings**

88 Meetings shall be held at the principal office of the corporation unless otherwise
89 provided by the Board or at such place within or without the Commonwealth of
90 Pennsylvania which has been designated from time to time by resolution of the Board.

91 **Section 7. Regular Meetings**

92 Regular meetings of the Board shall be held a minimum of four (4) times per calendar
93 year.

94 **Section 8. Special Meetings**

95 Special meetings of the Board may be called by any two Directors or by the
96 President.

97 **Section 9. Notice of Meetings**

98 Meetings of the Board shall be held upon four (4) days' notice by first class postal
99 mail or forty-eight hours' notice delivered personally, by telephone, or by electronic mail.
100 If sent by postal mail, the notice shall be deemed to be delivered on its deposit in the
101 mails. Such notices shall be addressed to each Director at his or her address as shown on
102 the books of the corporation.

103 Notice of the time and place of holding an adjourned meeting need not be given to
104 absent Directors if the time and place of the adjourned meeting are fixed at the meeting
105 adjourned and if such adjourned meeting is held no more than twenty-four (24) hours
106 from the time of the original meeting. Notice shall be given of any adjourned regular or
107 special meeting to Directors absent from the original meeting if the adjourned meeting is
108 held more than twenty-four (24) hours from the time of the original meeting.

109 **Section 10. Contents of Notice**

110 Notice of meetings of the Board shall specify the place, day and hour of the meeting.
111 The purpose of any Board meeting need not be specified in the notice.

112 **Section 11. Waiver of Notice and Consent to Holding Meetings**

113 The transactions of any meeting of the Board, however called and noticed or
114 wherever held, are as valid as though the meeting had been duly held after proper call and
115 notice, provided a quorum, as hereinafter defined, is present and provided that either
116 before or after the meeting each Director not present signs a waiver of notice, a consent
117 to holding the meeting, or an approval of the minutes thereof. All such waivers, consents,
118 or approvals shall be filed with the corporate records and made a part of the minutes of
119 the meeting.

120 **Section 12. Quorum for Meetings**

121 A quorum shall consist of a majority of Directors.

122 Except as otherwise provided in these Bylaws or in the Articles of Incorporation of
123 this corporation, or by law, no business shall be considered by the Board at any meeting

124 at which a quorum, as hereinafter defined, is not present, and the only motion which the
125 Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the
126 Directors present at such meeting may adjourn from time to time until the time fixed for
127 the next regular meeting of the Board.

128 When a meeting is adjourned for lack of a quorum, it shall not be necessary to give
129 any notice of the time and place of such adjourned meeting or of the business to be
130 transacted at such meeting, other than by announcement at the meeting at which the
131 adjournment is taken, except as provided in Section 10 of this Article.

132 The Directors present at a duly called and held meeting at which a quorum is initially
133 present may continue to do business notwithstanding the loss of a quorum at the meeting
134 due to a withdrawal of Directors from the meeting, provided that any action thereafter
135 taken must be approved by at least a majority of the required quorum for such meeting or
136 such greater percentage as may be specified by law, or the Articles of Incorporation or
137 these Bylaws of the corporation.

138 **Section 13. Majority Action as Board Action**

139 Every act or decision done or made by a majority of the Directors present at a
140 meeting duly held at which a quorum is present is the act of the Board, unless the Articles
141 of Incorporation or Bylaws of the corporation, or provisions of the Pennsylvania
142 Domestic Non-Profit Corporation Law, require a greater percentage or different voting
143 rules for approval of a matter by the Board.

144 **Section 14. Conduct of Meetings**

145 Meetings of the Board shall be presided over by the Chairperson of the Board, or, if
146 no such person has been so designated or, in his or her absence, the President of the
147 corporation or, in his or her absence, by the Vice Chair of the corporation or, in the
148 absence of each of these persons, by a chairperson chosen by a majority of the Directors
149 present at the meeting. The Secretary of the corporation shall act as secretary of the
150 meetings of the Board, provided that, in his or her absence, the presiding officer shall
151 appoint another person to act as Secretary of the Meeting.

152 Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised
153 from time to time, insofar as such rules are not inconsistent with or in conflict with these
154 Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

155 **Section 15. Action by Unanimous Written Consent Without Meeting**

156 Any action required or permitted to be taken by the Board under any provision of law
157 may be taken without a meeting, if all members of the Board shall individually or
158 collectively consent in writing to such action. Such written consent or consents shall be
159 filed with the minutes of the proceedings of the Board. Such action by written consent

160 shall have the same force and effect as the unanimous vote of the Directors. Any
161 certificate or other document filed under any provision of law which relates to action so
162 taken shall state that the action was taken by unanimous written consent of the Board
163 without a meeting and that the Bylaws of this corporation authorize the Directors to so
164 act, and such statement shall be prima facie evidence of such authority.

165 **Section 16. Terms of Office**

166 Each Director shall hold office for a two-year term and until his or her successor is
167 elected and qualified or until his or her earlier death, resignation, or removal. To ensure
168 continuity, members of the Board will hold staggered terms of office, with the minimum
169 number of Directors needed to constitute a majority of the Board standing for election in
170 every even-numbered year and the remaining Directors standing for election in every odd
171 numbered year.

172 **Section 17. Election**

173 (a). Frequency and Timing. Board elections, in accordance with Section 16 above
174 shall be held annually, normally in June . Timing of the election may be set by the Board
175 to coincide with other activities of the corporation.

176 (b). Reasonable Nomination and Election Procedures. This corporation shall make
177 available to members reasonable nomination and election procedures with respect to the
178 election of Directors by voting members. Such procedures shall be reasonable given the
179 nature, size and operations of the corporation, and shall include a reasonable means of
180 nominating persons for election as Directors; a reasonable opportunity for a nominee to
181 communicate to the members the nominee's qualifications and the reasons for the
182 nominee's candidacy; a reasonable opportunity for all nominees to solicit votes; and a
183 reasonable opportunity for all voting members to choose among the nominees.

184 Upon the written request by any nominee for election to the Board and the payment
185 with such request of the reasonable cost of mailing (including postage), the corporation
186 shall, within ten (10) business days after such request (provided payment has been made)
187 mail to all voting members or such portion of them that the nominee may reasonably
188 specify, any material which the nominee shall furnish and which is reasonably related to
189 the election, unless the corporation within five (5) business days after the request allows
190 the nominee, at the corporation's option, the right to do either of the following: (i) inspect
191 and copy the record of the members' names, addresses and voting rights, at reasonable
192 times, upon five (5) business days' prior written demand upon the corporation, which
193 demand shall state the purpose for which the inspection rights are requested; or (ii) obtain
194 from the Secretary, upon written demand and payment of a reasonable charge, a list of
195 the names, addresses and voting rights of those members entitled to vote for the election
196 of Directors, as of the most recent record date for which it has been compiled or as of any
197 date specified by the nominee subsequent to the date of demand.

198 The demand shall state the purpose for which the list is requested and the membership
199 list shall be made available on or before the later of ten (10) business days after the
200 demand is received or after the date specified therein as the date as of which the list is to
201 be compiled.

202 If the corporation distributes any written election material soliciting votes for any
203 nominee for Director at the corporation's expense, it shall make available, at the
204 corporation's expense, to each other nominee, in or with the same material, the same
205 amount of space that is provided any other nominee, with equal prominence, to be used
206 by the nominee for a purpose reasonably related to the election.

207 (c). Election by Written Ballot. Directors are elected by written ballot. Such ballots
208 for the election of Directors shall list the persons nominated at the time the ballots are
209 mailed or delivered. By vote of the Board, the corporation may develop an online voting
210 process that preserves a written record of the balloting.

211 Each voting member shall cast one ballot indicating up to as many separate votes as
212 there are Directors to be elected. Cumulative voting for the election of Directors shall not
213 be permitted. The candidates receiving the highest number of votes up to the number of
214 Directors to be elected shall be elected.

215 **Section 18. Vacancies/Removal**

216 (a). Vacancies. Vacancies on the Board shall exist on the death, resignation or
217 removal of any Director, and whenever the number of authorized Directors is increased.
218 The Board may declare vacant the office of a Director who has been declared of unsound
219 mind by a final order of court, or convicted of a felony, or been found by a final order or
220 judgment of any court to have breached any duty under the provisions of the
221 Pennsylvania Domestic Non-Profit Corporation Law.

222 (b). Removal. If the corporation has less than fifty (50) members, Directors may be
223 removed without cause by a majority of all members. If the corporation has fifty (50) or
224 more members, Directors may be removed without cause by vote of a majority of the
225 votes cast at a membership meeting at which a quorum is present.

226 (c). Resignation. Any Director may resign effective upon giving written notice to the
227 Chairperson of the Board, the President, the Secretary, or the Board, unless the notice
228 specifies a later time for the effectiveness of such resignation. No Director may resign if
229 the corporation would then be left without duly elected Director or Directors in charge of
230 its affairs, except upon notice to the Attorney General.

231 (d). Filling vacancies. Director vacancies on the Board may be filled by the Board
232 with a person skilled in the area of the position being vacated. The Board may choose to
233 reallocate specific Director Board positions to determine which position is to be filled. If
234 the number of Directors then in office is less than a quorum, then positions are filled by

235 (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote
236 of a majority of the Directors then in office at a meeting held pursuant to notice or
237 waivers of notice complying with this Article of these Bylaws, or (iii) a sole remaining
238 Director.

239 Notwithstanding the above, if a Director vacancy occurs at least eight months before
240 the end of that Director's term, a special election must take place and be completed within
241 two months of the effective date of said vacancy.

242 (e). Length of term. A person filling a Director vacancy as provided by this Section
243 shall hold office for the remainder of the term of the person who created the vacancy or
244 until his or her earlier death, resignation or removal from office.

245 **Section 19. Non-Liability of Directors**

246 The Directors shall not be personally liable for the debts, liabilities or other
247 obligations of the corporation.

248 **Section 20. Indemnification by Corporation of Directors, Officers, Employees and** 249 **Other Agents**

250 To the extent that a person who is, or was, a Director, officer, employee or other
251 agent of this corporation has been successful on the merits in defense of any civil,
252 criminal, administrative or investigative proceeding brought to procure a judgment
253 against such person by reason of the fact that he or she is, or was, an agent of the
254 corporation, or has been successful in defense of any claim, issue or matter, therein, such
255 person shall be indemnified against expenses actually and reasonably incurred by the
256 person in connection with such proceeding.

257 If such person either settles any such claim or sustains a judgment against him or her,
258 then indemnification against expenses, judgments, fines, settlements and other amounts
259 reasonably incurred in connection with such proceedings shall be provided by this
260 corporation but only to the extent allowed by, and in accordance with the requirements
261 of, the Pennsylvania Domestic Non-Profit Corporation Law.

262 **Section 21. Insurance for Corporate Agents**

263 The Board may adopt a resolution authorizing the purchase and maintenance of
264 insurance on behalf of any agent of the corporation (including a Director, officer,
265 employee or other agent of the corporation) against any liability other than for violating
266 provisions of any law relating to self-dealing asserted against or incurred by the agent in
267 such capacity or arising out of the agent's status as such, whether or not the corporation
268 would have the power to indemnify the agent against such liability.

269

ARTICLE 4: OFFICERS

270 **Section 1. Number of Officers**

271 The officers of the corporation shall be a President, a Secretary, and a Treasurer. The
272 corporation may also have other officers, as determined by the Board. Any number of
273 offices may be held by the same person except that neither the Secretary nor the
274 Treasurer may serve as the President or Chairperson of the Board.

275 **Section 2. Qualification, Election and Term of Office**

276 Any person may serve as officer of the corporation. Officers shall be elected by the
277 Board, at any time, and each officer shall hold office until he or she resigns or is removed
278 or is otherwise disqualified to serve, or until his or her successor shall be elected and
279 qualified, whichever occurs first.

280 **Section 3. Subordinate Officers**

281 The Board may appoint such other officers or agents as it may deem desirable, and
282 such officers shall serve such terms, have such authority and perform such duties as may
283 be prescribed from time to time by the Board

284 **Section 4. Removal and Resignation**

285 Any officer may be removed, either with or without cause, by the Board, at any time.
286 An officer may resign at any time by giving written notice to the Board or to the
287 President or Secretary of the corporation. Any such resignation shall take effect at the
288 date of receipt of such notice or at any later date specified therein, and, unless otherwise
289 specified therein, the acceptance of such resignation shall not be necessary to make it
290 effective. The above provisions of the Section shall be superseded by any conflicting
291 terms of a contract which has been approved or ratified by the Board relating to the
292 employment of any officer of the corporation.

293 **Section 5. Vacancies**

294 Any vacancy caused by the death, resignation, removal, disqualification, or
295 otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any
296 office other than that of President, such vacancy may be filled temporarily by
297 appointment by the President until such time as the Board shall fill the vacancy.
298 Vacancies occurring in offices of officers appointed at the discretion of the Board may or
299 may not be filled, as the Board shall determine.

300 **Section 6. Duties of President**

301 The President shall , subject to the control of the Board, supervise and control the
302 affairs of the corporation and the activities of the officers. He or she shall perform all

303 duties incident to his or her office and such other duties as may be required by law, by the
304 Articles of Incorporation of this corporation, or by these Bylaws, or which may be
305 prescribed from time to time by the Board. Unless another person is specifically
306 appointed as Chairperson of the Board, he or she shall preside at all meetings of the
307 Board. If applicable, the President shall preside at all meetings of the members. Except as
308 otherwise expressly provided by law, by the Articles of Incorporation, or by these
309 Bylaws, he or she shall, in the name of the corporation, execute such contracts, checks, or
310 other instruments which may from time to time be authorized by the Board.

311 **Section 7. Duties of the Chairperson**

312 In the absence of the President, or in the event of his or her inability or refusal to act,
313 the Chairperson shall perform all the duties of the President, and when so acting shall
314 have all the powers of, and be subject to all the restrictions on, the President. The
315 Chairperson shall have other powers and perform such other duties as may be prescribed
316 by law, by the Articles of Incorporation or by these Bylaws, or as may be prescribed by
317 the Board.

318 **Section 8. Duties of the Secretary**

319 The Secretary shall:

320 (a). Certify and keep at the principal office of the corporation the original, or a copy
321 of these Bylaws as amended or otherwise altered to date.

322 (b). Keep at the principal office of the corporation or at such other place as the Board
323 may determine, a book of minutes of all meetings of the Directors, and, if applicable,
324 meetings of committees of Directors and of members, recording therein the time and
325 place of holding, whether regular or special, how called, how notice thereof was given,
326 the names of those present or represented at the meeting, and the proceedings thereof.

327 (c). See that all notices are duly given in accordance with the provisions of these
328 Bylaws or as required by law.

329 (d). Be custodian of the records and of the seal of the corporation and see that the seal
330 is affixed to all duly executed documents, the execution of which on behalf of the
331 corporation under its seal is authorized by law or these Bylaws.

332 (e). Keep at the principal office of the corporation a membership book containing the
333 name and address of each and any members, and, in the case where any membership has
334 been terminated, he or she shall record such fact in the membership book together with
335 the date on which such membership ceased.

336 (f). Exhibit at all reasonable times to any Director of the corporation, or to his or her
337 agent or attorney, on request therefore, the Bylaws, the Membership book, and the
338 minutes of the proceedings of the Directors of the corporation.

339 (g). In general, perform all duties incident to the office of Secretary and such other
340 duties as may be required by law, by the Articles of Incorporation of this corporation, or
341 by these Bylaws, or which may be assigned to him or her from time to time by the Board.

342 **Section 9. Duties of the Treasurer**

343 Subject to the provisions of Article 6 of these Bylaws relating to the "Execution of
344 Instruments, Deposits and Funds," the Treasurer shall:

345 (a). Have charge and custody of, and be responsible for, any funds and securities of
346 the corporation, and deposit any such funds in the name of the corporation in such banks,
347 trust companies, or other depositories as shall be selected by the Board.

348 (b). Receive, and give receipt for, monies due and payable to the corporation from any
349 source whatsoever.

350 (c). Disburse, or cause to be disbursed, the funds of the corporation as may be directed
351 by the Board, taking proper vouchers for any such disbursements.

352 (d). Keep and maintain adequate and correct accounts of the corporation's properties
353 and business transactions, including accounts of its assets, liabilities, receipts,
354 disbursements, gains and losses.

355 (e). Exhibit at any reasonable times the book of account and financial records to any
356 Director of the corporation, or to his or her agent or attorney, on request therefore.

357 (f). Render to the President and Directors, whenever requested, an account of any or
358 all of his or her transactions as Treasurer and of the financial condition of the corporation.

359 (g). Prepare, or cause to be prepared, and certify, or cause to be certified, the financial
360 statements to be included in any required reports.

361 (h). In general, perform any duties incident to the office of Treasurer and such other
362 duties as may be required by law, by the Articles of Incorporation of the corporation, or
363 by these Bylaws, or which may be assigned to him or her from time to time by the Board.

364 **Section 10. Assignment of Duties and Responsibilities**

365 The President may, with approval by the Board, confer various duties and
366 responsibilities described in Section 6, 7, 8 and 9 of this Article upon designated staff,
367 who shall execute those duties and responsibilities as prescribed herein.

368 **Section 11. Compensation**

369 The salaries of the officers, if any, shall be fixed from time to time by resolution of
370 the Board. In all cases, any salaries received by officers of this corporation shall be
371 reasonable and given in return for services actually rendered for the corporation which
372 relate to the performance of the purposes of this corporation.

373 **ARTICLE 5: COMMITTEES OF THE BOARD**

374 **Section 1. Executive Committee**

375 The Board may, by a majority vote of Directors, designate two (2) or more of its
376 members (who may also be serving as unpaid officers of the corporation) to constitute an
377 Executive Committee and delegate to such Executive Committee any of the powers and
378 authority of the Board in the management of the business and affairs of the corporation,
379 except with respect to:

380 (a). The approval of any action which, under law or the provisions of these Bylaws,
381 requires the approval of the voting members or of a majority of all of the voting
382 members.

383 (b). The filling of vacancies on the Board or on any committee which has the authority
384 of the Board.

385 (c). The fixing of compensation of the Directors for serving on the Board or on any
386 committee.

387 (d). The amendment or repeal of Bylaws or the adoption of these Bylaws.

388 (e). The amendment or repeal of any resolution of the Board which by its express
389 terms cannot be so amended or repealed.

390 (f). The appointment of committees of the Board or the members thereof.

391 (g). The expenditure of corporate funds to support a nominee for Director after there
392 are more people nominated for Director than can be elected.

393 (h). The approval of any transaction to which this corporation is a party and in which
394 one or more of the Directors has a material financial interest, except as may be expressly
395 provided in the Pennsylvania Domestic Non-Profit Corporation Law.

396 By a majority vote of its members then in office, the Board may at any time revoke or
397 modify any or all of the authority so delegated, increase or decrease by not below two (2)
398 the number of its members, and fill vacancies therein from the members of the Board.

399 The Executive Committee shall keep regular minutes of its proceedings, cause them to be
400 filed with the corporate records, and report the same to the Board from time to time as the
401 Board may require.

402 **Section 2. Other Committees**

403 The corporation shall have such other committees as may from time to time be
404 designated by resolution of the Board. Such other committees may consist of persons
405 who are not also members of the Board. These additional committees shall act in an
406 advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

407 **Section 3. Meetings and Action of Committees**

408 Meetings and action of committees shall be governed by, noticed, held and taken in
409 accordance with the provision of these Bylaws concerning meetings of the Board, with
410 such changes in the context of such Bylaw provisions as are necessary to substitute the
411 committee and its members for the Board and its members, except that the time for
412 regular meetings of committees may be fixed by resolution of the Board or by the
413 committee. The time for special meetings of committees may also be fixed by the Board.
414 The Board may also adopt rules and regulations pertaining to the conduct of meetings of
415 committees to the extent that such rules and regulations are not inconsistent with the
416 provision of these Bylaws.

417 **ARTICLE 6: EXECUTION OF INSTRUMENTS, DEPOSITS**
418 **AND FUNDS**

419 **Section 1. Execution of Instruments**

420 The Board, except as otherwise provided in these Bylaws, may by resolution
421 authorize any officer or agent of the corporation to enter into any contract or execute and
422 deliver any instrument in the name of and on behalf of the corporation, and such authority
423 may be general or confined to specific instances. Unless so authorized, no officer, agent,
424 or employee shall have any power or authority to bind the corporation by any contract or
425 engagement or to pledge its credit or to render it liable monetarily for any purpose or in
426 any amount.

427 **Section 2. Checks and Notes**

428 Except as otherwise specifically determined by resolution of the Board, or as
429 otherwise required by law, checks, drafts, promissory notes, orders for the payment of
430 money, and other evidence of indebtedness of the corporation shall be signed by the
431 corporation's Treasurer or by its President, or designated staff if the President has
432 conferred such responsibility upon him or her under Section 10, Article 4. In cases where
433 a given expenditure exceeds a monetary amount established by the Board, such
434 instruments shall also be countersigned by the President or Treasurer of the corporation.

435 **Section 3. Deposits**

436 All funds of the corporation shall be deposited from time to time to the credit of the
437 corporation in such banks, trust companies, or other depositories as the Board may select.

438 **Section 4. Gifts**

439 The Board may accept on behalf of the corporation any contribution, gift, bequest, or
440 devise for the purposes of the corporation.

441 **ARTICLE 7: CORPORATE RECORDS, REPORTS AND SEAL**

442 **Section 1. Maintenance of Corporate Records**

443 The corporation shall keep at its principal office:

444 (a). Minutes of all meetings of Directors, committees of the Board and meetings of
445 members, indicating the time and place of holding such meetings, whether regular or
446 special, how called, the notice given, and the names of those present and the proceedings
447 thereof;

448 (b). Adequate and correct books and records of account, including accounts of its
449 properties and business transactions and accounts of its assets, liabilities, receipts,
450 disbursements, gains and losses;

451 (c). A record of its members, indicating their names and addresses, the class of
452 membership held by each member, and the termination date of any membership;

453 (d). A copy of the corporation's Articles of Incorporation and Bylaws as amended to
454 date, which shall be open to inspection by the members of the corporation at all
455 reasonable times during office hours.

456 **Section 2. Corporate Seal**

457 The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept
458 at the principal office of the corporation. Failure to affix the seal to corporate instruments,
459 however, shall not affect the validity of any such instrument.

460 **Section 3. Director's Inspection Rights**

461 Every Director shall have the absolute right at any reasonable time to inspect and
462 copy all books, records and documents of every kind and to inspect the physical
463 properties of the corporation.

464 **Section 4. Member's Inspection Rights**

465 Every member shall have the following inspection rights, for a purpose reasonably
466 related to such person's interest as a member:

467 (a). To inspect and copy the record of all members' names, addresses and voting
468 rights, at reasonable times, upon five (5) business days' prior written demand on the
469 corporation, which demand shall state the purpose for which the inspection rights are
470 requested.

471 (b). To obtain from the Secretary of the corporation, upon written demand and
472 payment of a reasonable charge, a list of the names, addresses and voting rights of those
473 members entitled to vote for the election of Directors as of the most recent record date for
474 which the list has been compiled or as of the date specified by the member subsequent to
475 the date of demand. The demand shall state the purpose for which the list is requested.
476 The membership list shall be made available on or before the later of ten (10) business
477 days after the demand is received or after the date specified therein as of which the list is
478 to be compiled.

479 (c). To inspect in any reasonable time the books, records, or minutes of proceedings
480 of the members or of the Board or committees of the Board, upon written demand on the
481 corporation by the member, for a purpose reasonably related to such person's interests a
482 member.

483 **Section 5. Right to Copy and Make Extracts**

484 Any inspection under the provisions of this Article may be made in person or by
485 agent or attorney and the right to inspection includes the right to copy and make extracts.

486 **Section 6. Annual Report**

487 The Board shall cause an annual report to be furnished not later than one hundred and
488 twenty (120) days after the close of the corporation's fiscal year to all Directors of the
489 corporation and to any member who requests it in writing, which report shall contain the
490 following information in appropriate detail:

491 (a). The assets and liabilities, including the trust funds, of the corporation as of the
492 end of the fiscal year;

493 (b). The principal changes in assets and liabilities, including trust funds, during the
494 fiscal year;

495 (c). The revenue or receipts of the corporation, both unrestricted and restricted to
496 particular purposes, for the fiscal year;

497 (d). The expenses or disbursements of the corporation, for both general and restricted
498 purposes, during the fiscal year;

499 (e). The number of members of the corporation as of the date of the report, together
500 with a statement of increase or decrease in such number during the fiscal year, and a
501 statement of the place where the names and addresses may be found.

502 (f). Any information required by Section 7 of this Article.

503 The annual report shall be accompanied by any report therein of independent
504 accountants, or, if there is no such report, the certificate of an authorized officer of the
505 corporation that such statements were prepared without audit from the books and records
506 of the corporation.

507 If this corporation receives twenty-five thousand dollars (\$25,000) or more in gross
508 revenues or receipts during the fiscal year, the corporation shall automatically send the
509 above annual report to all members, in such manner, in such time, and with such
510 contents, including an accompanying report from the corporation's independent
511 accountants or certification of a corporate officer, as specified by the above provisions of
512 this Section relating to the annual report.

513 **Section 7. Annual Statement of Specific Transactions to Members**

514 This corporation shall mail or deliver to all Directors and any and all members a
515 statement within one hundred and twenty (120) days after the close of its fiscal year
516 which briefly describes the amount and circumstances of any indemnification or
517 transaction in which the corporation was a party, and in which

518 (a). Any Director or officer of the corporation, or its parent or subsidiary (a mere
519 common Directorship shall not be considered a material financial interest); or

520 (b). Any holder of more than ten percent (10%) of the voting power of the
521 corporation, its parent or its subsidiary.

522 The above statement need only be provided with respect to a transaction during the
523 previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was
524 one of a number of transactions with the same person involving, in the aggregate more
525 than fifty thousand dollars (\$50,000).

526 Similarly, the statement need only be provided with respect to indemnification or
527 advances aggregating more than ten thousand dollars (\$10,000) paid during the previous
528 fiscal year to any Director or officer, except that no such statement need be made if such
529 indemnification was approved by the members pursuant to any provision of the
530 Pennsylvania Domestic Non-Profit Corporation Law.

531 Any statement required by this Section shall briefly describe the names of the
532 interested persons involved in such transaction, stating each person's relationship to the
533 corporation, the nature of such person's interest provided that in the case of a transaction
534 with a partnership of which such person is a partner, only the interest of the partnership
535 need be stated.

536 If this corporation provides all members with an annual report according to the
537 provision of Section 6 of this Article, then such annual report shall include the
538 information required in this Section.

539 **ARTICLE 8: FISCAL YEAR**

540 The fiscal year of the corporation shall begin on January 1st and end on December
541 31st of each year.

542 **ARTICLE 9: AMENDMENT OF BYLAWS**

543 Subject to any provision of law applicable to the amendment of Bylaws of domestic
544 non-profit corporations, these Bylaws, or any of them, may be altered, amended, or
545 repealed and new Bylaws adopted only as follows:

546 (a). Subject to the power of members to change or repeal these Bylaws and Section
547 5504(B) of the Pennsylvania Domestic Non-Profit Corporation Law, by approval of the
548 Board unless the Bylaw amendment would materially and adversely affect the rights of
549 members in regard to voting or the ability to transfer interest in the corporation, provided,
550 however, if this corporation has admitted any members, then a Bylaw specifying or
551 changing the fixed number of Directors of the corporation, the maximum or minimum
552 number of Directors, or changing from a fixed to a variable Board or vice versa, may not
553 be adopted, amended, or repealed except as provided in subparagraph (b) of this Section;
554 or

555 (b). By approval of the voting members of this corporation.

556

ARTICLE 10: AMENDMENT OF ARTICLES

557 Section 1. Amendment of Articles Before Admission of Members

558 Before any members have been admitted to the corporation, any amendment of the
559 Articles of Incorporation may be adopted by approval of the Board.

560 Section 2. Amendment of Articles After Admission of Members

561 After members have been admitted to the corporation, any amendment of the Articles
562 of Incorporation may be adopted by the approval of the Board and by the approval of the
563 members of this corporation.

564 Section 3. Certain Amendments

565 Notwithstanding the above Sections of this Article, this corporation shall not amend
566 its Articles of Incorporation to alter any statement which appears in the original Articles
567 of Incorporation relating to the names and addresses of the first Directors of this
568 corporation, nor the name and address of its initial agent, except to correct an error in
569 such statement.

570 ARTICLE 11: PROHIBITION AGAINST SHARING CORPORATE POWERS 571 AND ASSETS

572 No member, Director, officer, employee, or other person connected with this
573 corporation, or any private individual, shall receive at any time any of the net earnings or
574 pecuniary profit from the operations of the corporation, provided, however, that this
575 provision shall not prevent payment to any such person of reasonable compensation for
576 services performed for the corporation in effecting any of its public purposes, provided
577 that such compensation is otherwise permitted by these Bylaws and is fixed by resolution
578 of the Board; and no such person or persons shall be entitled to share in the distribution
579 of, and shall not receive, any of the corporate assets on dissolution of the corporation.
580 The members of the corporation shall be deemed to have expressly consented and agreed
581 that on such dissolution or winding up of the affairs of the corporation, whether
582 voluntarily or involuntarily, the assets of the corporation, after all debts have been
583 satisfied, shall be distributed as required by the Articles of Incorporation of this
584 corporation and not otherwise.

585

ARTICLE 12: MEMBERS

586 Section 1. Determination and Rights of Members

587 The corporation shall have two classes of members: voting and non-voting. The
588 Board shall have the authority to create subclasses within each of the two classes and to

589 establish the particular attributes, qualifications, fees, benefits, and the like in regard to
590 each class and any subclasses within each class. No member shall hold more than one
591 membership in the corporation.

592 **Section 2. Qualifications of Members**

593 Any organization or individual may become a member of this corporation, provided
594 that the organization or individual is willing and able to support its objectives as
595 described in Article 2.

596 **Section 3 Member Sections**

597 The Board may create Member Sections which shall operate within the framework of
598 the corporation. Membership in such Member Sections shall be open to any member of
599 the corporation.

600 A Member Section focuses on particular structured information standards or families
601 of standards as designated by its Rules of Procedure. The Rules of Procedure are
602 established by the members of the Member Section and approved by the Board. Member
603 Sections may receive funding as allowed by the Board. Each Member Section has a
604 steering committee, which is selected by its members in accordance with the Rules of
605 Procedure and governs the Member Section's activities and expenditures.

606 The activities and expenditures of a Member Section shall be subject to the
607 limitations on corporate actions contained in these Bylaws and in the Articles of
608 Incorporation and shall also be subject to the provisions of the Pennsylvania domestic
609 non-profit corporation law. In addition, a Member Section shall be governed by those
610 additional rules and regulations promulgated by the Board from time to time as may be
611 applicable to Member Sections generally or to the Member Section in question.

612 **Section 4. Admission of Members**

613 Applicants shall be admitted to membership on making application therefore in
614 writing and upon payment of first annual dues, or upon receipt of consideration, as
615 specified in the following Sections of this Bylaw.

616 **Section 5. Fees and Dues**

617 (a). A fee charged for making application for membership in the corporation may be
618 specified from time to time by resolution of the Board. Such fees, if applicable, shall be
619 payable with the application for membership.

620 (b). The annual dues payable to the corporation by members shall be in such amount
621 as may be determined from time to time by resolution of the Board.

622 **Section 6. Number of Members**

623 There is no limit on the number of members the corporation may admit.

624 **Section 7. Membership Book**

625 The corporation shall keep a membership book containing the name and address of
626 each member. Termination of the membership of any member shall be recorded in the
627 book, together with the date of termination of such membership. Such book shall be kept
628 at the corporation's principal office and shall be available for inspection by any Director
629 or member of the corporation during regular business hours.

630 The record of names and addresses of the members of this corporation shall constitute
631 the membership list of this corporation and shall not be used, in whole or part, by any
632 person for any purpose not reasonably related to a member's interest as a member.

633 **Section 8. Non-liability of Members**

634 A member of this corporation is not, as such, personally liable for the debts,
635 liabilities, or obligations of the corporation.

636 **Section 9. Non-transferability of Membership**

637 No member may transfer a membership or any right arising therefrom unless
638 otherwise permitted by a resolution of the Board.

639 **Section 10. Termination of Membership**

640 (a). Grounds for termination. The membership of a member shall terminate upon the
641 occurrence of any of the following events:

642 (i). Upon its notice of such termination delivered to the President of the
643 corporation personally or by mail, such membership to terminate upon the date of
644 delivery of the notice or date of deposit in the mail.

645 (ii). Upon a determination by the Board that the member has engaged in conduct
646 materially and seriously prejudicial to the interests or purposes of the corporation.

647 (iii). Upon failure to renew its membership by paying dues on or before
648 their due date, such termination to be effective thirty (30) days after written
649 notification of delinquency is given personally or mailed to such member by the
650 Secretary of the corporation. A member may avoid such termination by paying the
651 amount of delinquent dues within such thirty (30) day period following the mailing of
652 the written notification of delinquency.

653 (b).Procedure for Expulsion. Following the determination that a member should be
654 expelled under subparagraph (a)(ii) of this Section, the following procedure shall be
655 implemented:

656 (i). A notice shall be sent first-class or registered mail to the last address of the
657 member as shown on the corporation's records, setting forth the fact that the Board
658 has determined that a member has engaged in conduct warranting expulsion and the
659 details of such conduct. Such notice shall be sent at least fifteen (15) days before the
660 proposed effective date of the expulsion.

661 (ii).The member being expelled shall be given an opportunity to be heard, either
662 orally or in writing, at a hearing to be held not less than five (5) days before the
663 effective date of the proposed expulsion. The hearing will be held by the Board in
664 accordance with the quorum and voting rules set forth in these Bylaws applicable to
665 the meetings of the Board. The notice to the member of his or her proposed
666 expulsion shall state the date, time, and place of the hearing on his or her proposed
667 expulsion.

668 (iii). Following the hearing, the Board shall decide whether or not the
669 member should in fact be expelled, suspended, or sanctioned in some other way. The
670 decision of the Board shall be final.

671 (iv). Any organization expelled from the corporation shall receive a refund
672 on dues already paid. The refund shall be pro-rated to return only the unaccrued
673 balance remaining for the period of the dues payment.

674 **Section 11. Rights on Termination of Membership**

675 All rights of a member in the corporation shall cease on termination of membership as
676 herein provided.

677 **Section 12. Amendments Resulting in the Termination of Membership**

678 Notwithstanding any other provision of these Bylaws, if any amendment of the
679 Articles of Incorporation or of the Bylaws of this corporation would result in the
680 termination of all memberships or any class of memberships, then each amendment or
681 amendments shall be effected only in accordance with the provisions of the Pennsylvania
682 Domestic Non-Profit Corporation Law.

683

ARTICLE 13: MEETINGS OF MEMBERS

684 Section 1. Place of Meetings

685 Meetings of members shall be held at the principal office of the corporation or at such
686 other place or places within or without the Commonwealth of Pennsylvania as may be
687 designated from time to time by resolution of the Board.

688 Section 2. Annual and Other Regular Meetings

689 The members shall meet annually at a minimum of one (1) time per calendar year for
690 the purpose of transacting business as may come before the membership.

691 Section 3. Special Meetings of Members

692 Special meetings of the members shall be called by the Board, the Chairperson of the
693 Board, or the President of the corporation. In addition, special meetings of the members
694 for any lawful purpose may be called by ten percent (10%) or more of the voting
695 members.

696 Section 4. Notice of Meetings

697 (a). Time of Notice. Whenever members are required or permitted to take action in a
698 meeting, a written notice of the meeting shall be given by the Secretary or President of
699 the corporation not less than ten (10) nor more than ninety (90) days before the date of
700 the meeting to each member who, on the record date for the notice of the meeting, is
701 entitled to vote thereat.

702 (b). Manner of Giving Notice. Notice of a members' meeting or any report shall be
703 given either personally or by mail or other means of electronic communication addressed
704 to the member at the address of such member appearing on the books of the corporation
705 or given by the member to the corporation for the purpose of notice; or if no address
706 appears or is given, at the place where the principal office of the corporation is located.
707 Notice shall be deemed to have been given in the time when delivered personally or
708 deposited in the mail or sent by electronic mail or other means of written communication.

709 (c). Contents of Notice. Notice of a membership meeting shall state the place, date,
710 time of the meeting and (i) In the case of a special meeting, the general nature of the
711 business to be transacted, and no other business may be transacted, or (ii) In the case of a
712 regular meeting, those matters which the Board, in the time notice is given, intends to
713 present for action by the members. Subject to any provision to the contrary contained in
714 these Bylaws, however; any proper matter may be presented at a regular meeting for each
715 action.

716 (d). Notice of Meetings Called by Members. If a special meeting is called by
717 members as authorized by these Bylaws, the request for the meeting shall be submitted in
718 writing, specifying the general nature of the business proposed to be transacted and shall
719 be delivered personally or sent by registered mail to the Secretary of the corporation. The
720 Secretary shall promptly fix the date of the meeting and cause notice to be given to the
721 members entitled to vote of the same. The date for such meeting shall be not more than
722 sixty (60) days after the receipt of the request.

723 (e). Waiver of Notice of Meetings. The transactions of any meeting of members,
724 however called and noticed, and wherever held, shall be as valid as though taken in a
725 meeting duly held after regular call and notice, if a quorum is present and if, either before
726 or after the meeting, each of the persons entitled to vote but who were not present signs a
727 written waiver of notice or a consent to the holding of the meeting or an approval of the
728 actions taken therein. All such waivers, consents and approvals shall be filed with the
729 corporate records or made a part of the minutes of the meeting. Waiver of notices or
730 consents need not specify either the business to be transacted or the purpose of any
731 regular or special meeting of members, except that if action is taken or proposed to be
732 taken for approval of any of the matters specified in subparagraph (f) of this section, the
733 waiver of notice or consent shall state the general nature of the proposal.

734 (f). Special Notice Rules for Approving Certain Proposals. If action is proposed to be
735 taken or is taken with respect to the following proposals, such action shall be invalid
736 unless unanimously approved by those entitled to vote or unless the general nature of the
737 proposal is stated in the notice of meeting or in any written waiver of notice: (i) removal
738 of Directors without cause; (ii) amending the Articles of Incorporation; and (iii) an
739 election to voluntarily wind up and dissolve the corporation.

740 **Section 5. Quorum for Meetings**

741 A quorum shall consist of one third of the voting members of the corporation. The
742 members present at a duly called and held meeting at which a quorum is initially present
743 may continue to do business notwithstanding the loss of a quorum at the meeting due to a
744 withdrawal of members from the meeting provided that any action taken after the loss of
745 a quorum must be approved by at least a majority of the members required to constitute a
746 quorum.

747 In the absence of a quorum, any meeting of the members may be adjourned from time
748 to time by the vote of a majority of the votes represented in person or by proxy at the
749 meeting, but no other business shall be transacted at such meeting.

750 When a meeting is adjourned for lack of a sufficient number of voting members at the
751 meeting or otherwise, it shall not be necessary to give any notice of the time and place of
752 the adjourned meeting or of the business to be transacted at such meeting other than by
753 announcement at the meeting at which the adjournment is taken of the time and place of
754 the adjourned meeting. However, if after the adjournment a new record date is fixed for

755 notice or voting, a notice of the adjourned meeting shall be given to each member who,
756 on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting
757 shall not be adjourned for more than forty-five (45) days.

758 Notwithstanding any other provision of this Article, if this corporation authorizes
759 members to conduct a meeting with a quorum of less than one-third (1/3) of the voting
760 power, then no action may be taken on a matter unless the general nature of the matter
761 was stated in the notice of the regular meeting.

762 **Section 6. Majority Action as Membership Action**

763 Every act or decision done or made by a majority of voting members present in
764 person or by proxy at a duly held meeting at which a quorum is present is the act of the
765 members, unless the law, the Articles of Incorporation of this corporation or these
766 Bylaws provide otherwise.

767 **Section 7. Voting Rights**

768 Each voting member is entitled to one vote on each matter submitted to a vote by the
769 members. Voting at duly held meetings shall be by voice vote. Election of Directors,
770 however, shall be by ballot.

771 **Section 8. Conduct of Meetings**

772 Meetings of members shall be presided over by the Chairperson of the Board, or, if
773 there is no Chairperson, by the President of the corporation or, in his or her absence, by
774 the Vice Chair of the corporation or, in the absence of all of these persons, by a
775 Chairperson chosen by a majority of the voting members present in person. The Secretary
776 of the corporation shall act as Secretary of all meetings of members, provided that, in his
777 or her absence, the presiding officer shall appoint another person to act as Secretary of
778 the Meeting.

779 Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised
780 from time to time, insofar as such rules are not inconsistent with or in conflict with these
781 Bylaws, with the Articles of Incorporation of this corporation or with any provision of
782 law.

783 **Section 9. Action by Written Ballot Without a Meeting**

784 Any action which may be taken at any regular or special meeting of members may be
785 taken without a meeting if the corporation distributes a written ballot to each member
786 entitled to vote on the matter. The ballot shall set forth the proposed action, provide a
787 opportunity to specify approval or disapproval of each proposal, provided that where the
788 person solicited specifies a choice with respect to any such proposal the vote shall be cast
789 in accordance therewith, and provide a reasonable time within which to return the ballot

790 to the corporation. Ballots shall be mailed or delivered in the manner required for giving
791 notice of meetings specified in Section 4 (b) of this Article.

792 All written ballots shall also indicate the number of responses needed to meet the
793 quorum requirement and, except for ballots soliciting votes for the election of Directors,
794 shall state the percentage of approvals necessary to pass the measure submitted. The
795 ballots must specify the time by which they must be received by the corporation in order
796 to be counted.

797 Approval of action by written ballot shall be valid only when the number of votes cast
798 by ballot within the time period specified equals or exceeds the quorum required to be
799 present at a meeting authorizing the action, and the number of approvals equals or
800 exceeds the number of votes that would be required to approve the action at a meeting at
801 which the total number of votes cast was the same as the number of votes cast by ballot.

802 A written ballot may not be revoked after its receipt by the corporation or its deposit
803 in the mail, whichever occurs first.

804 **Section 10. Action by Unanimous Written Consent Without Meeting**

805 Except as otherwise provided in these Bylaws, any action required or permitted to be
806 taken by the members may be taken without a meeting, if all members shall individually
807 or collectively consent in writing to the action. The written consent or consents shall be
808 filed with the minutes of the proceedings of the members. The action by written consent
809 shall have the same force and effect as a unanimous vote of the members.

810 **Section 11. Record Date for Meetings**

811 The record date for purposes of determining the members entitled to notice, voting
812 rights, written ballot rights, or any other right with respect to a meeting of members or
813 any other lawful membership action, shall be fixed pursuant to the provisions of the
814 Pennsylvania Domestic Non-Profit Corporation Law.

815 **WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

816 We the undersigned are all of the persons named as the initial Directors in the Articles of
817 Incorporation of SGML Open, a Pennsylvania Domestic Non-Profit corporation, and
818 pursuant to the authority granted to the Directors by these Bylaws to take action by
819 unanimous written consent without a meeting, consent to, and hereby do, adopt the
820 foregoing Bylaws, consisting of 27 pages, as the Bylaws of this corporation.

821 Dated: (see original signature sheet, attached.)

822 **AMENDMENTS AND APPROVALS**

823 These bylaws, consisting of 21 pages, were amended and approved as follows:

824 **CERTIFICATE**

825 This, is to certify that the foregoing is a true and correct copy of the Bylaws of the
826 corporation named in the title thereto and that such Bylaws were duly adopted by the
827 Board of said corporation on the date set forth below.

828 **20 JULY 1995**

829 signed Bruce Eric Brown, Director
830 signed Pamela L. Gennusa, Director
831 signed Paul Grosso, Director
832 signed Yuri Rubinsky, Director
833 signed David B. Seaman, Director
834 signed Kent J. Summers, Director
835 signed Robin A. Tomlin, Director

836 **22 NOVEMBER 1996**

837 This document reflects changes made by the Membership at the Annual General
838 Membership Meeting held 22 November 1996.

839 **MAY 2000**

840 This document reflects changes ratified by the Membership via electronic mail vote in
841 May 2000. Other than minor formatting and spelling corrections, the changes include the
842 addition of Article 12, Section 3: Member Sections.

843 **21 JULY 2000**

844 This document includes the following change made by the Board: Adoption of the
845 language for new Articles 14 and 15 (Technical Committee Process) of the OASIS
846 Bylaws proposed by the Process Advisory Committee (PAC) and amended by the Board.

847 **12 MARCH 2001**

848 This document includes the following change made by the Board: Deletion of Articles 14
849 and 15 in their entirety. NOTE: The OASIS Technical Committee Policy is now a
850 separate policy document in order to facilitate the continued refinement of the Technical
851 Committee Policy and processes, whenever such refinement is considered necessary and
852 appropriate.

853 **27 JANUARY 2003**

854 This document includes additional language in the first paragraph of Article 12 Section 3
855 to specify that the members of the member section select the steering committee, and that
856 the rules of procedure define the makeup and election process for the member section.

857 **12 FEBRUARY 2003**

858 This document includes additional language in the third paragraph of Article 12 Section 3
859 to specify that members may join a member section within 60 days of the formation of
860 the member section, and that allocated dues are split evenly between all member sections
861 that the member has joined.

862 **25 SEPTEMBER 2003**

863 This document includes language in Article 3, Sections 1, 16, 17 and 18 to increase the
864 maximum number of Directors to 11, and to make the President a non-elected Appointed
865 Director.

866 **2 AUG 2007**

867 This document includes language in Article 12, Section 3 to clarify the purpose of
868 Member Sections and align the text with the Board approved Member Section Policy.
869 Revisions were made throughout the Bylaws to remove reference to Executive Director,
870 to allow OASIS Staff to perform certain duties with Board approval (Article 4, Section
871 10), and to change all references of 'Board of Directors' to 'Board'.

872 **3 April 2008**

873 This document changes language in Article 3 to remove Presidential membership in the
874 Board of Directors while leaving untouched the number of Directors. It removes text in
875 Article 4, Section 6 stating that the President is the chief executive officer, and clarifies
876 text related to Board elections in Article 3 Section 16. It includes a provision in Article
877 3, Section 18, for a special election to fill a Director vacancy occurring at least eight
878 months before the end of that Director's term. It also provides in Article 3, Section 5, that

879 no OASIS employee or consultant may be a member of the OASIS Board of Directors by
880 stating that "no Director may be an interested person", and clarifies text related to
881 compensation in Article 4. Finally, the term "Director" rather than "director" is now used
882 uniformly throughout.