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**AMENDED AND RESTATED BYLAWS**

**OCTOBER 13, 2000**

**Revision Approved: 19 May 2009**

**As further amended on 12 March 2001, 27 January 2003, 12 February 2003,  
25 September 2003, 2 August 2007, and 3 April 2008.**

**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. OASIS is dedicated to the development, 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, develops, and disseminates information describing structured information standards and related specifications, methods, recommendations, and technologies.

35 (c) The work of OASIS complements that of other standards bodies, focusing on  
36 making structured information standards easy to adopt and standards-based products  
37 practical to use, in real-world, open system applications.  
38

39 (d) Because structured information standards do not constrain the architecture and  
40 functionality of applications, great diversity can and does exist among applications and  
41 product implementations. OASIS may establish guidelines for an implementation  
42 framework within which diverse products will be able to interoperate, without  
43 compromising the platform and product independence or the potential for diversity,  
44 growth, and extensibility inherent within structured information standards.  
45

46 (e) The Corporation may engage in other activities to encourage and make practical  
47 the adoption and use of structured information standards and it may engage in any other  
48 activities and undertake any other actions permitted under the Pennsylvania Domestic  
49 Non-Profit Corporation Law. Notwithstanding the foregoing, the corporation shall not  
50 engage in any activities not permitted to be carried on by a corporation exempt from  
51 federal income tax under Section 501(c)(6) of the Internal Revenue Code, as amended, or  
52 the corresponding provision of any successor statute.  
53

54 **ARTICLE 3: DIRECTORS**

55 **Section 1 Number**

56 The corporation shall have not less than one (1) nor more than eleven (11) Directors  
57 and collectively they shall be known as the Board of Directors (hereinafter referred to as  
58 Board). The number may be changed by amendment of this Bylaw, or by repeal of this  
59 Bylaw and adoption of a new Bylaw, as provided in these Bylaws.  
60  
61

62 **Section 2 Powers**

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

68 **Section 3 Duties**

69 It shall be the duty of the Directors to:  
70

71 (a) Perform any and all duties imposed on them collectively or individually by law,  
72 by the Articles of Incorporation of this corporation, or by these Bylaws;  
73

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

77  
78 (c) Supervise all officers, agents, and employees of the corporation to assure that  
79 their duties are performed properly;

80  
81 (d) Fulfill certain specific roles in pursuit of the goals of the corporation, such as  
82 President, Board Chair, Board Vice-Chair, Secretary, and Treasurer.

83  
84 (e) Meet at such times and places as required by these Bylaws;

85  
86 (f). Register their addresses with the Secretary of the corporation, so that notices of  
87 meetings sent by postal or electronic mail to them at such addresses shall be valid notices  
88 thereof.

#### 89 **Section 4 Compensation**

90 Directors shall serve without compensation. They shall be allowed reasonable  
91 reimbursement of expenses incurred in the performance of their regular duties as  
92 specified in Section 3 of this Article. Directors may not be compensated for rendering  
93 services to the corporation in any capacity other than Director unless such other  
94 compensation is reasonable and is allowable under the provisions of Article 4, Section  
95 10.

#### 96 **Section 5 Restriction Regarding Interested Directors**

97 Notwithstanding any other provision of these Bylaws, no Director may be an  
98 interested person. For purposes of this Section 5, an "interested person" means either:

99  
100 (a) Any person currently being compensated by the corporation for services rendered  
101 it within the previous twelve (12) months, whether as a full-or-part time officer or other  
102 employee, independent contractor, or otherwise, excluding any reasonable compensation  
103 paid to a Director as Director; or

104  
105 (b) Any brother, sister, ancestor, descendent, spouse, domestic partner, brother-in-  
106 law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any  
107 such person described in Section 5(a) above.

#### 108 **Section 6 Place of Meetings**

109 Meetings of the Board shall be held by teleconference or at the principal office of the  
110 corporation unless otherwise provided by the Board or at such place within or without the  
111 Commonwealth of Pennsylvania which has been designated from time to time by  
112 resolution of the Board.

113 **Section 7 Regular Meetings**

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

116 **Section 8 Special Meetings**

117 Special meetings of the Board may be called by any two Directors or by the President  
118 or by the Board Chair. Special Meetings shall be restricted solely to the topics for which  
119 the meeting is called.

120 **Section 9 Notice of Meetings**

121 Meetings of the Board shall be held upon no less than four (4) days' notice by first  
122 class postal mail or forty-eight hours' notice delivered personally, by telephone, or by  
123 electronic mail. If sent by postal mail, the notice shall be deemed to be delivered on its  
124 deposit in the mails. Such notices shall be addressed to each Director at his or her address  
125 as shown on the records of the corporation.  
126

127 Notice of the time and place of holding an adjourned meeting need not be given to  
128 absent Directors if the time and place of the adjourned meeting are fixed at the meeting  
129 adjourned and if such adjourned meeting is held no more than twenty-four (24) hours  
130 from the time of the original meeting. Notice shall be given of any adjourned regular or  
131 special meeting to Directors absent from the original meeting if the adjourned meeting is  
132 held more than twenty-four (24) hours from the time of the original meeting.

133 **Section 10 Contents of Notice**

134 Notice of Regular and Special meetings of the Board shall specify the place, day and  
135 hour of the meeting. The purpose of any Special Board meeting shall be specified in the  
136 notice.

137 **Section 11 Waiver of Notice and Consent to Holding Meetings**

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

145 **Section 12 Quorum for Meetings**

146 A quorum for any meeting shall consist of a majority of Directors elected and seated  
147 as of that meeting.  
148

149 Except as otherwise provided in these Bylaws or in the Articles of Incorporation of  
150 this corporation, or by law, no business shall be considered by the Board at any meeting  
151 at which a quorum, as defined in this Section 12, is not present, and the only motion  
152 which the Chair shall entertain at such meeting is a motion to adjourn. However, a  
153 majority of the Directors present at such meeting may adjourn from time to time until the  
154 time fixed for the next regular meeting of the Board.

155  
156 When a meeting is adjourned for lack of a quorum, it shall not be necessary to give  
157 any notice of the time and place of such adjourned meeting or of the business to be  
158 transacted at such meeting, other than by announcement at the meeting at which the  
159 adjournment is taken, except as provided in Section 10 of this Article.

160  
161 The Directors present at a duly called and held meeting at which a quorum is initially  
162 present may continue to do business notwithstanding the loss of a quorum at the meeting  
163 due to a withdrawal of Directors from the meeting, provided that any action thereafter  
164 taken must be approved by at least a majority of the required quorum for such meeting or  
165 such greater percentage as may be specified by law, or the Articles of Incorporation or  
166 these Bylaws of the corporation.

### 167 **Section 13 Majority Action as Board Action**

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

### 173 **Section 14 Conduct of Meetings**

174 Meetings of the Board shall be presided over by the Board Chair, or, if no such  
175 person has been so designated or, if there is no Chair present, by the Board Vice-Chair or,  
176 in their absence, by the President of the corporation or, in the absence of each of these  
177 persons, by a chair chosen by a majority of the Directors present at the meeting. The  
178 Secretary of the corporation shall act as secretary of the meetings of the Board, provided  
179 that, in his or her absence, the presiding officer shall appoint another person to act as  
180 Secretary of the Meeting.

181  
182 Meetings shall be governed by the current edition of Robert's Rules of Order Newly  
183 Revised (RONR), as such rules may be revised from time to time, insofar as such rules  
184 are not inconsistent with or in conflict with these Bylaws, with the Articles of  
185 Incorporation of this corporation, or with provisions of law.

### 186 **Section 15 Action by Unanimous Written Consent Without Meeting**

187 Any action required or permitted to be taken by the Board under any provision of law  
188 may be taken without a meeting, if all members of the Board shall individually or  
189 collectively consent in writing to such action. Such written consent or consents shall be

190 filed with the minutes of the proceedings of the Board. Such action by written consent  
191 shall have the same force and effect as the unanimous vote of the Directors. Any  
192 certificate or other document filed under any provision of law which relates to action so  
193 taken shall state that the action was taken by unanimous written consent of the Board  
194 without a meeting and that the Bylaws of this corporation authorize the Directors to so  
195 act, and such statement shall be prima facie evidence of such authority.

## 196 **Section 16 Terms of Office**

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

## 203 **Section 17 Election**

204 (a) Frequency and Timing. Board elections, in accordance with Section 16 above  
205 shall be held annually, normally in June. Timing of the election may be set by the Board  
206 to coincide with other activities of the corporation.  
207

208 (b) Reasonable Nomination and Election Procedures. This corporation shall make  
209 available to members reasonable nomination and election procedures with respect to the  
210 election of Directors by voting members. Such procedures shall be reasonable given the  
211 nature, size and operations of the corporation, and shall include a reasonable means of  
212 nominating persons for election as Directors; a reasonable opportunity for a nominee to  
213 communicate to the members the nominee's qualifications and the reasons for the  
214 nominee's candidacy; a reasonable opportunity for all nominees to solicit votes; and a  
215 reasonable opportunity for all voting members to choose among the nominees.  
216

217 Upon the written request by any nominee for election to the Board and the payment  
218 with such request of the reasonable cost of distribution (including postage), the  
219 corporation shall, within ten (10) business days after such request (provided payment has  
220 been made) distribute by postal or electronic mail to all voting members or such portion  
221 of them that the nominee may reasonably specify, any material which the nominee shall  
222 furnish and which is reasonably related to the election, unless the corporation within five  
223 (5) business days after the request allows the nominee, at the corporation's option, the  
224 right to do either of the following: (i) inspect and copy the record of the members' names,  
225 postal or electronic mail addresses, and voting rights, at reasonable times, upon five (5)  
226 business days' prior written demand upon the corporation, which demand shall state the  
227 purpose for which the inspection rights are requested; or (ii) obtain from the Secretary,  
228 upon written demand and payment of a reasonable charge, a list of the names, postal or  
229 electronic mail addresses, and voting rights of those members entitled to vote for the  
230 election of Directors, as of the most recent record date for which it has been compiled or  
231 as of any date specified by the nominee subsequent to the date of demand.  
232

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

237  
238 If the corporation distributes any written election material soliciting votes for any  
239 nominee for Director at the corporation's expense, it shall make available, at the  
240 corporation's expense, to each other nominee, in or with the same material, the same  
241 amount of space or service that is provided any other nominee, with equal prominence, to  
242 be used by the nominee for a purpose reasonably related to the election.

243  
244 (c) Election by Written Ballot. Directors are elected by written ballot. Such ballots  
245 for the election of Directors shall list the persons nominated at the time the ballots are  
246 mailed or delivered. By vote of the Board, the corporation may develop an online voting  
247 process that preserves a written record of the balloting.

248  
249 Each voting member shall cast one ballot indicating up to as many separate votes as  
250 there are Directors to be elected. Cumulative voting for the election of Directors shall not  
251 be permitted. The candidates receiving the highest number of votes up to the number of  
252 Directors to be elected shall be elected.

## 253 **Section 18 Vacancies/Removal**

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

260  
261 (b) Removal. If the corporation has less than fifty (50) members, Directors may be  
262 removed without cause by a majority of all members. If the corporation has fifty (50) or  
263 more members, Directors may be removed without cause by vote of a majority of the  
264 votes cast at a membership meeting at which a quorum is present.

265  
266 (c) Resignation. Any Director may resign effective upon giving written notice to the  
267 Board Chair, the President, the Secretary, or the Board, unless the notice specifies a later  
268 time for the effectiveness of such resignation. No Director may resign if the corporation  
269 would then be left without duly elected Director or Directors in charge of its affairs,  
270 except upon notice to the Attorney General of the Commonwealth of Pennsylvania.

271  
272 (d) Filling vacancies. Director vacancies on the Board may be filled by the Board. If  
273 the number of Directors then in office is less than a quorum, then positions are filled by  
274 (i) the unanimous written consent of the Directors then in office,  
275 (ii) the affirmative vote of a majority of the Directors then in office at a meeting held  
276 pursuant to notice or waivers of notice complying with this Article 3 of these Bylaws, or  
277 (iii) a sole remaining Director.

278

279 Notwithstanding the above, if a Director vacancy occurs at least eight months before  
280 the end of that Director's term, such vacancy shall not be filled by the Board and a special  
281 election must take place and be completed within two months of the effective date of said  
282 vacancy.

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

## 286 **Section 19 Non-Liability of Directors**

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

## 289 **Section 20 Indemnification by Corporation of Directors, Officers, Employees and** 290 **Other Agents**

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

298

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

## 304 **Section 21 Insurance for Corporate Agents**

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

311

# 312 **ARTICLE 4: OFFICERS OF THE CORPORATION**

## 313 **Section 1 Number of Officers**

314 The officers of the corporation shall be a President, a Secretary, and a Treasurer. The  
315 corporation may also have other officers, as determined by the Board. Any number of

316 offices may be held by the same person except that neither the Secretary nor the  
317 Treasurer may serve as the President or Chairperson of the Board.

## 318 **Section 2 Qualification, Election and Term of Office**

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

## 323 **Section 3 Subordinate Officers**

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

## 327 **Section 4 Removal and Resignation**

328 Any officer may be removed, either with or without cause, by the Board, at any time.  
329 An officer may resign at any time by giving written notice to the Board or to the  
330 President or Secretary of the corporation. Any such resignation shall take effect at the  
331 date of receipt of such notice or at any later date specified therein, and, unless otherwise  
332 specified therein, the acceptance of such resignation shall not be necessary to make it  
333 effective. The above provisions of the Section shall be superseded by any conflicting  
334 terms of a contract which has been approved or ratified by the Board relating to the  
335 employment of any officer of the corporation.

## 336 **Section 5 Vacancies**

337 Any vacancy caused by the death, resignation, removal, disqualification, or  
338 otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any  
339 office other than that of President, such vacancy may be filled temporarily by  
340 appointment by the President until such time as the Board shall fill the vacancy.  
341 Vacancies occurring in offices of officers appointed at the discretion of the Board may or  
342 may not be filled, as the Board shall determine.

## 343 **Section 6 Duties of President**

344 The President shall, subject to the control of the Board, supervise and control the  
345 affairs of the corporation and the activities of the officers. He or she shall perform all  
346 duties incident to his or her office and such other duties as may be required by law, by the  
347 Articles of Incorporation of this corporation, or by these Bylaws, or which may be  
348 prescribed from time to time by the Board. Unless another person is specifically  
349 appointed as Chairperson of the Board, he or she shall preside at all meetings of the  
350 Board. If applicable, the President shall preside at all meetings of the members. Except as  
351 otherwise expressly provided by law, by the Articles of Incorporation, or by these  
352 Bylaws, he or she shall, in the name of the corporation, execute such contracts, checks, or  
353 other instruments which may from time to time be authorized by the Board.

354 In the absence of the President, or in the event of his or her inability or refusal to act,  
355 the Board Chair shall perform all the duties of the President, and when so acting shall  
356 have all the powers of, and be subject to all the restrictions on, the President. The Board  
357 Chair shall have other powers and perform such other duties as may be prescribed by law,  
358 by the Articles of Incorporation or by these Bylaws, or as may be prescribed by the  
359 Board.

## 360 **Section 7 Duties of the Secretary**

361 The Secretary shall:

362

363 (a) Certify and keep at the principal office of the corporation or at such other place as  
364 the Board may determine, the original, or a copy of these Bylaws as amended or  
365 otherwise altered to date.

366

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

372

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

375

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

379

380 (e) Keep at the principal office of the corporation or at such other place as the Board  
381 may determine, a membership record containing the name, postal and electronic mail  
382 address of each and any members, and, in the case where any membership has been  
383 terminated, he or she shall record such fact in the membership record together with the  
384 date on which such membership ceased.

385

386 (f) Exhibit at all reasonable times to any Director of the corporation, or to his or her  
387 agent or attorney, on request therefore, the Bylaws, the Membership record, and the  
388 minutes of the proceedings of the Directors of the corporation.

389

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

## 393 **Section 8 Duties of the Treasurer**

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

396

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

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

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

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

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

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

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

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

## 423 **Section 9 Assignment of Duties and Responsibilities**

424 The President may, with approval by the Board, confer various duties and  
425 responsibilities described in Section 6, 7 and 8 of this Article 4 upon designated staff,  
426 who shall execute those duties and responsibilities as prescribed herein.

## 427 **Section 10 Compensation**

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

# 433 **ARTICLE 5: COMMITTEES OF THE BOARD**

## 434 **Section 1 Executive Committee**

435 The Board may, by a majority vote of Directors, designate two (2) or more of its  
436 members (who may also be serving as unpaid officers of the corporation) to constitute an

437 Executive Committee and delegate to such Executive Committee any of the powers and  
438 authority of the Board in the management of the business and affairs of the corporation,  
439 except with respect to:

440

441 (a) The approval of any action which, under law or the provisions of these Bylaws,  
442 requires the approval of the voting members or of a majority of all of the voting  
443 members.

444

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

447

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

450

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

452

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

455

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

457

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

460

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

464

465 By a majority vote of its members then in office, the Board may at any time revoke or  
466 modify any or all of the authority so delegated, increase or decrease by not below two (2)  
467 the number of its members, and fill vacancies therein from the members of the Board.  
468 The Executive Committee shall keep regular minutes of its proceedings when substantive  
469 issues are decided, cause them to be filed with the corporate records, and report the same  
470 to the Board from time to time as the Board may require.

## 471 **Section 2 Other Committees**

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

## 476 **Section 3 Meetings and Action of Committees**

477 Meetings and action of committees shall be governed by, noticed, held and taken in  
478 accordance with the provision of these Bylaws concerning meetings of the Board, with  
479 such changes in the context of such Bylaw provisions as are necessary to substitute the

480 committee and its members for the Board and its members, except that the time for  
481 regular meetings of committees may be fixed by resolution of the Board or by the  
482 committee. The time for special meetings of committees may also be fixed by the Board.  
483 The Board may also adopt rules and regulations pertaining to the conduct of meetings of  
484 committees to the extent that such rules and regulations are not inconsistent with the  
485 provision of these Bylaws.  
486

## 487 **ARTICLE 6: EXECUTION OF INSTRUMENTS, DEPOSITS** 488 **AND FUNDS**

### 489 **Section 1 Execution of Instruments**

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

### 497 **Section 2 Checks and Notes**

498 Except as otherwise specifically determined by resolution of the Board, or as  
499 otherwise required by law, checks, drafts, promissory notes, orders for the payment of  
500 money, and other evidence of indebtedness of the corporation shall be signed by the  
501 corporation's Treasurer or by its President, or designated staff if the President has  
502 conferred such responsibility upon him or her under Section 9, Article 4. In cases where a  
503 given expenditure exceeds a monetary amount established by the Board, such instruments  
504 shall also be countersigned by the President or Treasurer of the corporation.

### 505 **Section 3 Deposits**

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

### 508 **Section 4 Gifts**

509 The Board may accept on behalf of the corporation any contribution, gift, bequest, or  
510 devise for the purposes of the corporation.  
511

## 512 **ARTICLE 7: CORPORATE RECORDS, REPORTS AND SEAL**

### 513 **Section 1 Maintenance of Corporate Records**

514 The corporation shall keep at its principal office or at such other place as the Board  
515 may determine, either in written or in electronic form:

516

517 (a) Minutes of all meetings of Directors, committees of the Board and meetings of  
518 members, indicating the time and place of holding such meetings, whether regular or  
519 special, how called, the notice given, and the names of those present and the proceedings  
520 thereof;

521

522 (b) Adequate and correct books and records of account, including accounts of its  
523 properties and business transactions and accounts of its assets, liabilities, receipts,  
524 disbursements, gains and losses;

525

526 (c) A record of its members, indicating their names, postal and electronic mail  
527 addresses, the class of membership held by each member, and the termination date of any  
528 membership;

529

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

533

## 534 **Section 2 Corporate Seal**

535

536 The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept  
537 at the principal office of the corporation office or at such other place as the Board may  
538 determine. Failure to affix the seal to corporate instruments, however, shall not affect the  
539 validity of any such instrument.

## 540 **Section 3 Director's Inspection Rights**

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

## 544 **Section 4 Member's Inspection Rights**

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

547

548 (a) To inspect and copy the record of all members' names, postal and electronic mail  
549 addresses, and voting rights, at reasonable times, upon five (5) business days' prior  
550 written demand on the corporation, which demand shall state the purpose for which the  
551 inspection rights are requested.

552

553 (b) To obtain from the Secretary of the corporation, upon written demand and  
554 payment of a reasonable charge, a list of the names, postal and electronic mail addresses,  
555 and voting rights of those members entitled to vote for the election of Directors as of the  
556 most recent record date for which the list has been compiled or as of the date specified by  
557 the member subsequent to the date of demand. The demand shall state the purpose for  
558 which the list is requested. The membership list shall be made available on or before the

559 later of ten (10) business days after the demand is received or after the date specified  
560 therein as of which the list is to be compiled.

561

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

## 566 **Section 5 Right to Copy and Make Extracts**

567 Any inspection under the provisions of this Article 7 may be made in person or by  
568 agent or attorney and the right to inspection includes the right to copy and make extracts.

## 569 **Section 6 Annual Report**

570 The Board shall cause an annual report to be distributed not later than one hundred  
571 and twenty (120) days after the close of the corporation's fiscal year to all Directors of the  
572 corporation and to any member who requests it in writing with payment of a reasonable  
573 charge for distribution. This report shall contain the following information in appropriate  
574 detail:

575

576 (a) The assets and liabilities, including the trust funds, of the corporation as of the  
577 end of the fiscal year;

578

579 (b) The principal changes in assets and liabilities, including trust funds, during the  
580 fiscal year;

581

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

584

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

587

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

591

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

593

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

598

599 If this corporation receives twenty-five thousand dollars (\$25,000) or more in gross  
600 revenues or receipts during the fiscal year, the corporation shall automatically send the  
601 above annual report to all members, in such manner, in such time, and with such

602 contents, including an accompanying report from the corporation's independent  
603 accountants or certification of a corporate officer, as specified by the above provisions of  
604 this Section 6 relating to the annual report.

#### 605 **Section 7 Annual Statement of Specific Transactions to Members**

606 This corporation shall distribute by postal or electronic mail or deliver to all Directors  
607 and any and all members a statement within one hundred and twenty (120) days after the  
608 close of its fiscal year which briefly describes the amount and circumstances of any  
609 indemnification or transaction in which the corporation was a party, and in which the  
610 other party was:

611  
612 (a) Any Director or officer of the corporation, or its parent or subsidiary (a mere  
613 common Directorship shall not be considered a material financial interest); or  
614

615 (b) Any holder of more than ten percent (10%) of the voting power of the  
616 corporation, its parent or its subsidiary.  
617

618 The above statement need only be provided with respect to a transaction during the  
619 previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was  
620 one of a number of transactions with the same person involving, in the aggregate more  
621 than fifty thousand dollars (\$50,000).  
622

623 Similarly, the statement need only be provided with respect to indemnification or  
624 advances aggregating more than ten thousand dollars (\$10,000) paid during the previous  
625 fiscal year to any Director or officer, except that no such statement need be made if such  
626 indemnification was approved by the members pursuant to any provision of the  
627 Pennsylvania Domestic Non-Profit Corporation Law.  
628

629 Any statement required by this Section 7 shall briefly describe the names of the  
630 interested persons involved in such transaction, stating each person's relationship to the  
631 corporation, the nature of such person's interest provided that in the case of a transaction  
632 with a partnership of which such person is a partner, only the interest of the partnership  
633 need be stated.  
634

635 If this corporation provides all members with an annual report according to the  
636 provision of Section 6 of this Article 7, then such annual report shall include the  
637 information required in this Section 7.  
638

#### 639 **ARTICLE 8: FISCAL YEAR**

640 The fiscal year of the corporation shall begin on January 1st and end on December  
641 31st of each year.  
642

643 **ARTICLE 9: AMENDMENT OF BYLAWS**

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

647  
648 (a) Subject to the power of members to change or repeal these Bylaws and applicable  
649 provisions of the Pennsylvania Domestic Non-Profit Corporation Law, by approval of the  
650 Board unless the Bylaw amendment would materially and adversely affect the rights of  
651 members in regard to voting or the ability to transfer interest in the corporation, provided,  
652 however, if this corporation has admitted any members, then a Bylaw specifying or  
653 changing the fixed number of Directors of the corporation, the maximum or minimum  
654 number of Directors, or changing from a fixed to a variable Board or vice versa, may not  
655 be adopted, amended, or repealed except as provided in subparagraph (b) of this Section;  
656 or

657  
658 (b) By approval of the voting members of this corporation.  
659

660 **ARTICLE 10: AMENDMENT OF ARTICLES**

661 **Section 1 Amendment of Articles Before Admission of Members**

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

664 **Section 2 Amendment of Articles After Admission of Members**

665 After members have been admitted to the corporation, any amendment of the Articles  
666 of Incorporation may be adopted by the approval of the Board and by the approval of the  
667 members of this corporation.

668 **Section 3 Certain Amendments**

669 Notwithstanding the above Sections of this Article 10, this corporation shall not  
670 amend its Articles of Incorporation to alter any statement which appears in the original  
671 Articles of Incorporation relating to the names and addresses of the first Directors of this  
672 corporation, nor the name and address of its initial agent, except to correct an error in  
673 such statement.  
674

675 **ARTICLE 11: PROHIBITION AGAINST SHARING CORPORATE POWERS**  
676 **AND ASSETS**

677 No member, Director, officer, employee, or other person connected with this  
678 corporation, or any private individual, shall receive at any time any of the net earnings or  
679 pecuniary profit from the operations of the corporation, provided, however, that this  
680 provision shall not prevent payment to any such person of reasonable compensation for  
681 services performed for the corporation in effecting any of its public purposes, provided

682 that such compensation is otherwise permitted by these Bylaws and is fixed by resolution  
683 of the Board; and no such person or persons shall be entitled to share in the distribution  
684 of, and shall not receive, any of the corporate assets on dissolution of the corporation.  
685 The members of the corporation shall be deemed to have expressly consented and agreed  
686 that on such dissolution or winding up of the affairs of the corporation, whether  
687 voluntarily or involuntarily, the assets of the corporation, after all debts have been  
688 satisfied, shall be distributed as required by the Articles of Incorporation of this  
689 corporation and not otherwise.  
690

## 691 **ARTICLE 12: MEMBERS**

### 692 **Section 1 Determination and Rights of Members**

693 The corporation shall have two classes of members: voting and non-voting. The  
694 Board shall have the authority to create subclasses within each of the two classes and to  
695 establish the particular attributes, qualifications, fees, benefits, and the like in regard to  
696 each class and any subclasses within each class. No member shall hold more than one  
697 membership in the corporation.

### 698 **Section 2 Qualifications of Members**

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

### 702 **Section 3 Member Sections**

703 The Board may create Member Sections which shall operate within the framework of  
704 the corporation. Membership in such Member Sections shall be open to any member of  
705 the corporation.

706  
707 A Member Section focuses on particular structured information standards or families  
708 of standards as designated by its Rules of Procedure. The Rules of Procedure are  
709 established by the members of the Member Section and approved by the Board. Member  
710 Sections may receive funding as allowed by the Board. Each Member Section has a  
711 steering committee, which is selected by its members in accordance with the Rules of  
712 Procedure and governs the Member Section's activities and expenditures.

713  
714 The activities and expenditures of a Member Section shall be subject to the  
715 limitations on corporate actions contained in these Bylaws and in the Articles of  
716 Incorporation and shall also be subject to the provisions of the Pennsylvania domestic  
717 non-profit corporation law. In addition, a Member Section shall be governed by those  
718 additional rules and regulations promulgated by the Board from time to time as may be  
719 applicable to Member Sections generally or to the Member Section in question.  
720

721 **Section 4 Admission of Members**

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

725 **Section 5 Fees and Dues**

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

729

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

732 **Section 6 Number of Members**

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

734 **Section 7 Membership Record**

735 The corporation shall keep a membership record containing the name, postal and  
736 electronic mail address of each member. Termination of the membership of any member  
737 shall be recorded in the record, together with the date of termination of such membership.  
738 Such record shall be kept at the corporation's principal office or at such other place as the  
739 Board may determine and shall be available for inspection by any Director or member of  
740 the corporation during regular business hours.

741

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

745 **Section 8 Non-liability of Members**

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

748 **Section 9 Non-transferability of Membership**

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

751 **Section 10 Termination of Membership**

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

754

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

758  
759 (ii) Upon a determination by the Board that the member has engaged in  
760 conduct materially and seriously prejudicial to the interests or purposes of the  
761 corporation.

762  
763 (iii) Upon failure to renew its membership by paying dues on or before their  
764 due date, such termination to be effective thirty (30) days after written notification of  
765 delinquency is given personally or mailed to such member by the Secretary of the  
766 corporation. A member may avoid such termination by paying the amount of  
767 delinquent dues within such thirty (30) day period following the mailing of the  
768 written notification of delinquency.

769  
770 (b) Procedure for Expulsion. Following the determination that a member should be  
771 expelled under subparagraph (a)(ii) of this Section 10, the following procedure shall be  
772 implemented:

773  
774 (i) A notice shall be sent first-class or registered mail to the last address of the  
775 member as shown on the corporation's records, setting forth the fact that the Board  
776 has determined that a member has engaged in conduct warranting expulsion and the  
777 details of such conduct. Such notice shall be sent at least fifteen (15) days before the  
778 proposed effective date of the expulsion.

779  
780 (ii) The member being expelled shall be given an opportunity to be heard,  
781 either orally or in writing, at a hearing to be held not less than five (5) days before the  
782 effective date of the proposed expulsion. The hearing will be held by the Board in  
783 accordance with the quorum and voting rules set forth in these Bylaws applicable to  
784 the meetings of the Board. The notice to the member of his or her proposed  
785 expulsion shall state the date, time, and place of the hearing on his or her proposed  
786 expulsion.

787  
788 (iii) Following the hearing, the Board shall decide whether or not the member  
789 should in fact be expelled, suspended, or sanctioned in some other way. The decision  
790 of the Board shall be final.

791  
792 (iv) Any organization expelled from the corporation shall receive a refund on  
793 dues already paid. The refund shall be pro-rated to return only the un-accrued balance  
794 remaining for the period of the dues payment.

## 795 **Section 11 Rights on Termination of Membership**

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

798 **Section 12 Amendments Resulting in the Termination of Membership**

799 Notwithstanding any other provision of these Bylaws, if any amendment of the  
800 Articles of Incorporation or of the Bylaws of this corporation would result in the  
801 termination of all memberships or any class of memberships, then each amendment or  
802 amendments shall be effected only in accordance with the provisions of the Pennsylvania  
803 Domestic Non-Profit Corporation Law.  
804

805 **ARTICLE 13: MEETINGS OF MEMBERS**

806 **Section 1 Place of Meetings**

807 Meetings of members shall be held at the principal office of the corporation or at such  
808 other place or places within or without the Commonwealth of Pennsylvania as may be  
809 designated from time to time by resolution of the Board. At the discretion of the Board,  
810 these meetings may be held by teleconference, videoconference, webinar, or similar  
811 technologies.

812 **Section 2 Annual and Other Regular Meetings**

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

815 **Section 3 Special Meetings of Members**

816 Special meetings of the members shall be called by the Board, the Chair of the Board,  
817 or the President of the corporation. In addition, special meetings of the members for any  
818 lawful purpose may be called by ten percent (10%) or more of the voting members.

819 **Section 4 Notice of Meetings**

820 (a) Time of Notice. Whenever members are required or permitted to take action in a  
821 meeting, a written notice of the meeting shall be given by the Secretary or President of  
822 the corporation not less than ten (10) nor more than ninety (90) days before the date of  
823 the meeting to each member who, on the record date for the notice of the meeting, is  
824 entitled to vote thereat.  
825

826 (b) Manner of Giving Notice. Notice of a members' meeting or any report shall be  
827 given either personally or by mail or other means of electronic communication addressed  
828 to the member at the address of such member appearing on the records of the corporation  
829 or given by the member to the corporation for the purpose of notice; or if no address  
830 appears or is given, at the place where the principal office of the corporation is located.  
831 Notice shall be deemed to have been given in the time when delivered personally or  
832 deposited in the mail or sent by electronic mail or other means of written communication.  
833

834 (c) Contents of Notice. Notice of a membership meeting shall state the place, date,  
835 time of the meeting and (i) In the case of a special meeting, the general nature of the

836 business to be transacted, and no other business may be transacted, or (ii) In the case of a  
837 regular meeting, those matters which the Board, in the time notice is given, intends to  
838 present for action by the members. Subject to any provision to the contrary contained in  
839 these Bylaws, however; any proper matter may be presented at a regular meeting for each  
840 action.

841

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

849

850 (e) Waiver of Notice of Meetings. The transactions of any meeting of members,  
851 however called and noticed, and wherever held, shall be as valid as though taken in a  
852 meeting duly held after regular call and notice, if a quorum is present and if, either before  
853 or after the meeting, each of the persons entitled to vote but who were not present signs a  
854 written waiver of notice or a consent to the holding of the meeting or an approval of the  
855 actions taken therein. All such waivers, consents and approvals shall be filed with the  
856 corporate records or made a part of the minutes of the meeting. Waiver of notices or  
857 consents need not specify either the business to be transacted or the purpose of any  
858 regular or special meeting of members, except that if action is taken or proposed to be  
859 taken for approval of any of the matters specified in subparagraph (f) of this Section 4,  
860 the waiver of notice or consent shall state the general nature of the proposal.

861

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

## 868 **Section 5 Quorum for Meetings**

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

875

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

879

880 When a meeting is adjourned for lack of a sufficient number of voting members at the  
881 meeting or otherwise, it shall not be necessary to give any notice of the time and place of  
882 the adjourned meeting or of the business to be transacted at such meeting other than by  
883 announcement at the meeting at which the adjournment is taken of the time and place of  
884 the adjourned meeting. However, if after the adjournment a new record date is fixed for  
885 notice or voting, a notice of the adjourned meeting shall be given to each member who,  
886 on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting  
887 shall not be adjourned for more than forty-five (45) days.

888  
889 Notwithstanding any other provision of this Article 13, if this corporation authorizes  
890 members to conduct a meeting with a quorum of less than one-third (1/3) of the voting  
891 power, then no action may be taken on a matter unless the general nature of the matter  
892 was stated in the notice of the regular meeting.

### 893 **Section 6 Majority Action as Membership Action**

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

### 898 **Section 7 Voting Rights**

899 Each voting member is entitled to one vote on each matter submitted to a vote by the  
900 members. Voting at duly held meetings shall be by voice or ballot vote. Election of  
901 Directors, however, shall be by ballot only.

### 902 **Section 8 Conduct of Meetings**

903 Meetings of members shall be presided over by the Chair of the Board, or, if there is  
904 no Chair present, by the Vice-Chair of the Board or, in their absence, by the President of  
905 the corporation or, in the absence of all of these persons, by a Chair chosen by a majority  
906 of the voting members present in person. The Secretary of the corporation shall act as  
907 Secretary of all meetings of members, provided that, in his or her absence, the presiding  
908 officer shall appoint another person to act as Secretary of the Meeting.

909  
910 Meetings shall be governed by the current edition of Robert's Rules of Order Newly  
911 Revised (RONR), as such rules may be revised from time to time, insofar as such rules  
912 are not inconsistent with or in conflict with these Bylaws, with the Articles of  
913 Incorporation of this corporation or with any provision of law.

### 914 **Section 9 Action by Written Ballot Without a Meeting**

915 Any action which may be taken at any regular or special meeting of members may be  
916 taken without a meeting if the corporation distributes a written or electronic mail ballot to  
917 each member entitled to vote on the matter. The ballot shall set forth the proposed action,  
918 provide an opportunity to specify approval or disapproval of each proposal, provided that  
919 where the person solicited specifies a choice with respect to any such proposal the vote

920 shall be cast in accordance therewith, and provide a reasonable time within which to  
921 return the ballot to the corporation. Ballots shall be mailed or delivered in the manner  
922 required for giving notice of meetings specified in Section 4 (b) of this Article 13.

923

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

929

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

935

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

#### 938 **Section 10 Action by Unanimous Written Consent Without Meeting**

939 Except as otherwise provided in these Bylaws, any action required or permitted to be  
940 taken by the members may be taken without a meeting, if all members shall individually  
941 or collectively consent in writing by paper, facsimile, or by email to the action. The  
942 consent or consents shall be filed with the minutes of the proceedings of the members.  
943 The action by written consent shall have the same force and effect as a unanimous vote of  
944 the members.

#### 945 **Section 11 Record Date for Meetings**

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

#### 950 **WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

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

956

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

958

#### 959 **AMENDMENTS AND APPROVALS**

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

961  
962  
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**CERTIFICATE**

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

**20 JULY 1995**

signed Bruce Eric Brown, Director  
signed Pamela L. Gennusa, Director  
signed Paul Grosso, Director  
signed Yuri Rubinsky, Director  
signed David B. Seaman, Director  
signed Kent J. Summers, Director  
signed Robin A. Tomlin, Director

**22 NOVEMBER 1996**

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

**MAY 2000**

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

**21 JULY 2000**

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

**12 MARCH 2001**

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

**27 JANUARY 2003**

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

**12 FEBRUARY 2003**

This document includes additional language in the third paragraph of Article 12 Section 3 to specify that members may join a member section within 60 days of the formation of

1007 the member section, and that allocated dues are split evenly between all member sections  
1008 that the member has joined.

1009

1010 **25 SEPTEMBER 2003**

1011

1012 This document includes language in Article 3, Sections 1, 16, 17 and 18 to increase the  
1013 maximum number of Directors to 11, and to make the President a non-elected Appointed  
1014 Director.

1015

1016 **2 AUGUST 2007**

1017

1018 This document includes language in Article 12, Section 3 to clarify the purpose of  
1019 Member Sections and align the text with the Board approved Member Section Policy.  
1020 Revisions were made throughout the Bylaws to remove reference to Executive Director,  
1021 to allow OASIS Staff to perform certain duties with Board approval (Article 4, Section  
1022 10), and to change all references of 'Board of Directors' to 'Board'.  
1023

1024 **3 APRIL 2008**

1025 This document changes language in Article 3 to remove Presidential membership in the  
1026 Board of Directors while leaving untouched the number of Directors. It removes text in  
1027 Article 4, Section 6 stating that the President is the chief executive officer, and clarifies  
1028 text related to Board elections in Article 3 Section 16. It includes a provision in Article  
1029 3, Section 18, for a special election to fill a Director vacancy occurring at least eight  
1030 months before the end of that Director's term. It also provides in Article 3, Section 5, that  
1031 no OASIS employee or consultant may be a member of the OASIS Board of Directors by  
1032 stating that "no Director may be an interested person", and clarifies text related to  
1033 compensation in Article 4. Finally, the term "Director" rather than "director" is now used  
1034 uniformly throughout.

1035 **19 MAY 2009**

1036 This document includes language allowing the use of electronic records and the use of  
1037 electronic means of communications for record retention and the conduct of meetings. It  
1038 clarifies the restriction regarding Interested Directors in Article 3, Section 5. It clarifies  
1039 the calling of Special Meetings of the Board in Article 3, Section 8. It allows for holding  
1040 Annual General Meetings by means other than face-to-face meetings in Article 13,  
1041 Section 1. It reverses the role of Vice Board Chair and President of the corporation in  
1042 presiding over meetings when the Board Chair is not present. In addition, appropriate  
1043 editorial changes and clarifications have been made throughout the document.