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 its Board of Directors (hereafter referred to as Board). The corporation shall have and continuously maintain in the Commonwealth of Pennsylvania a registered office at an address to be designated from time to time by the Board, which may, but need not, be the same as its place of business.

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 may, from time to time, designate.

ARTICLE 2: PURPOSES

OASIS is a global, member-driven community committed to improving the interoperability, portability, security and privacy of technology products and services through the development and promotion of collaborative open standards, open source, and open data projects.

The primary objectives and purposes of this corporation shall be: (a) to provide an open venue to discuss market needs and directions, and to develop and refine information technology standards, specifications, code, policies, and methodologies, (b) to encourage diversity, choice and interoperability among application and product implementations, and (c) to engage in other activities to encourage and make practical the adoption and use of the foregoing artifacts. It also may engage in any other activities and undertake any other actions permitted under the Pennsylvania Non-Profit Corporation Law.

ARTICLE 3: DIRECTORS

Section 3.1. Number and Qualifications of Directors
(a) The corporation shall have not less than one (1) nor more than eleven (11) Directors, as determined by the Board from time to time, and collectively they shall be known as the Board. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.
(b) Each Director shall be a natural person of the age 18 years or older, and need not be a resident of the Commonwealth of Pennsylvania. Each Director shall be a member or an employee, designee or representative of a member. No more than one Director shall be an employee, designee or representative of one particular member at any time.

(c) Notwithstanding any other provision of these Bylaws, no Director may be either:

(i) Any person currently being compensated by the corporation for services rendered within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, other than compensation payable to a Director as Officer, as may be permitted in these Bylaws; or


Section 3.2. Powers of Board; Non-Profit Corporation

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

The Board may exercise all such powers of the corporation and do all such lawful acts and things as are directed or required to be exercised and done by statute, the Articles of Incorporation or these Bylaws. Notwithstanding the foregoing, the corporation shall not engage in any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, as amended, or the corresponding provision of any successor statute.

No member, Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public purposes, provided that such compensation is otherwise permitted by these Bylaws; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

Section 3.3. Duties of Directors  It shall be the duty of the Directors to: (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws; (b) Supervise the officers and agents of the corporation; (c) Meet at such times and places as are established according to these Bylaws; and (d) Register their addresses as required for the operation of the corporation.
Section 3.4. Compensation of Directors
Directors shall serve without compensation in any capacity, except under the officer compensation provisions of Section 5.11. Directors shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties as Directors.

Section 3.5. Place of Board Meetings; Telecommunication and Electronic Meetings
Meetings of the Board shall be held by teleconference or other electronic technology, or at the principal office of the corporation, or at such place within or without the Commonwealth of Pennsylvania which has been designated from time to time by resolution of the Board. One or more Directors may participate in any physical meeting of the Board, or of any committee thereof, by means of teleconference or other electronic technology. Teleconference or other electronic technology used to conduct a Board meeting must permit all persons participating in the meeting to hear one another. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 3.6. Regular Board Meetings
Regular meetings of the Board shall be held a minimum of four (4) times per calendar year.

Section 3.7. Special Board Meetings
Special meetings of the Board may be called by any two Directors or by the President or by the Board Chair. Special Meetings shall be restricted solely to the topics for which the meeting is called, as stated in the notice.

Section 3.8. Notice of Board Meetings
Notice of meetings of the Board, stating the day, hour, and place or method of such meeting, shall be provided to each Director, in accordance with the provisions of Article 12, at least five (5) calendar days before each regular meeting, and at least two (2) calendar days before each special meeting. The purpose of any Special Board meeting shall be specified in its notice.

Section 3.9. Waiver of Notice and Consent to Holding Meetings
The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Attendance of a Director at any Board meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.
Section 3.10 Quorum for Meetings

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

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as defined in this Section 3.10, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn from time to time, which may be approved by a majority of the Directors remaining present at such meeting.

Section 3.11. Majority Action as Board Action

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

Section 3.12. Conduct of Meetings

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

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

Section 3.13. Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents, which may be in electronic form, shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Section 3.14. Terms of Office

Each Director shall hold office for a two-year term and until their successor is elected and qualified or until their earlier death, resignation, or removal. To ensure continuity, members of the Board will hold staggered terms of office, with the minimum number of Directors needed to constitute a majority of the Board standing for election in every even-numbered year and the remaining Directors standing for election in every odd-numbered year.
Section 3.15. Election of Directors

(a) Frequency and Timing. Board elections in accordance with Section 3.14 shall be held annually, normally in June. Timing of the election may be set by the Board to coincide with other activities of the corporation.

(b) Eligibility. To be nominated for and serve on the Board, a person must qualify according to the eligibility criteria for Directors in Section 3.1. No person may be nominated if their election could result in a violation of Section 3.1. The corporation shall publish the Board meeting attendance record of Directors annually at the start of each general Board election.

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

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

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

(e) Verification of Results. If the number of candidates exceeds the number of Director positions to be elected, then the election results shall be verified at the expense of the corporation by a neutral third-party, whose determination shall be final.

Section 3.16. Vacancies and Removal of Directors

(a) Vacancies. Vacancies on the Board shall exist on the death, resignation or removal of any Director, and whenever the number of authorized Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under the provisions of the Pennsylvania Non-Profit Corporation Law, or if within 60 days after notice of their election, the Director does not accept such office either in writing or by attending a meeting of the Board.

(b) Removal. If the corporation has less than fifty (50) members, Directors may be removed without cause by a majority of all members. If the corporation has fifty (50) or more members, Directors may be removed without cause by vote of a majority of the votes cast at a membership meeting at which a quorum is present. If a Director fails to
attend 3 consecutive regularly-scheduled Board meetings, their seat will be declared vacant.

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

(d) **Filling vacancies.** If a Director vacancy occurs less than eight months before the end of that Director’s term, the vacancy may be filled by a majority vote of the remaining members of the Board. If the number of Directors then in office is less than a quorum, then such a position may be filled by

(i) the unanimous written consent of the Directors then in office,

(ii) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article 3 of these Bylaws, or

(iii) a sole remaining Director.

Notwithstanding the above, if a Director vacancy occurs at least eight months before the end of that Director’s term, such vacancy shall not be filled by the Board, but rather shall be filled by a special election, to be held on the sooner of the two following dates:

(1) concurrently with the next general Board election, or (2) approximately six months after the date of the last general Board election.

Each person so elected shall be a Director to serve for the balance of the unexpired term. or until their earlier death, resignation or removal from office.

**Section 3.17. Liability of Directors**

(a) A director of the corporation shall stand in a fiduciary relation to the corporation and shall perform their duties as a Director, including their duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: one or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented; legal counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons; or a committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause their reliance to be unwarranted.

(b) In discharging the duties of their respective positions, the Board, committees of the Board and individual Directors may, in considering the best interests of the corporation,
consider the effects of any action upon employees, suppliers and customers of the corporation and communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of paragraph (a) of this Section.

(c) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the corporation.

(d) A Director of the corporation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless: the Director has breached or failed to perform the duties of their office under paragraphs (a) through (c) of this Section, and that breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(e) The provisions of paragraph (d) of this Section hereof shall not apply to: the responsibility or liability of a Director pursuant to any criminal statute; or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

(f) Notwithstanding any other provisions of these Bylaws, the approval of members shall be required to amend, repeal or adopt any provision as part of these Bylaws that is inconsistent with the purpose or intent of this Section 3.17 and, if any such action shall be taken, it shall become effective only on a prospective basis from and after the date of such member approval. The provisions of this Section 3.17 were adopted by the members of the corporation on __________, 2020.

ARTICLE 4: COMMITTEES OF THE BOARD

Section 4.1. Executive Committee

The Board may, by a majority vote of Directors elected and seated, designate two (2) or more of its members (who may also be serving as unpaid officers of the corporation) to constitute an Executive Committee, and delegate to such Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except for the following powers which are reserved for the full Board:

(a) The approval or submission to members of any action which, under law or the provisions of these Bylaws, requires the approval of all voting members or of a majority of the voting members of the corporation.

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

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

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

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

(f) The appointment of committees of the Board or the members thereof.
(g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

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

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

Section 4.2. Advisory Board Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the Board. The Board shall appoint members to each such committee, and a chair for each committee, by resolution, all of who serve at the pleasure of the Board. All such committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

Section 4.3. Meetings and Action of Committees

Meetings and actions of Committees shall be governed by the current edition of Robert's Rules of Order Newly Revised (RONR), as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law. The time for meetings of committees may be fixed by resolution of the Board or by the committee. The Board may also adopt rules and regulations for any advisory committee pertaining to committee quorum, voting membership, attendance requirements for retaining membership, and other matters regarding the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provision of these Bylaws. Unless otherwise specified in a Board resolution, all Board members are welcome to attend all meetings of advisory committees, whether or not they are a committee member.

ARTICLE 5: OFFICERS OF THE CORPORATION

Section 5.1. Number of Officers

The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have other officers as are determined by the Board. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or as Chairperson of the Board (“Board Chair”).

Section 5.2. Qualification, Election and Term of Office

Any duly elected member of the Board may serve as President, Secretary, or Treasurer of the corporation subject to the restrictions in Section 5.1 above. Officers shall be
elected by the Board, at any time, and each such officer shall hold office until they resign
or are removed by the Board or are otherwise disqualified to serve, or until their
successor shall be elected and qualified, whichever occurs first. The corporation may
secure the fidelity of any or all of the officers by bond or otherwise.

Section 5.3. Subordinate Officers
The Board may appoint such other officers or agents as it may deem desirable, and such
officers shall serve such terms, have such authority and perform such duties as may be
prescribed from time to time by the Board.

Section 5.4. Removal and Resignation
Any officer may be removed, either with or without cause, by the Board, at any time. An
officer may resign at any time by giving written notice to the Board or to the President or
Secretary of the corporation. Any such resignation shall take effect at the date of receipt
of such notice or at any later date specified therein, and, unless otherwise specified
therein, the acceptance of such resignation shall not be necessary to make it effective.
The above provisions of the Section shall be superseded by any conflicting terms of a
contract which has been approved or ratified by the Board relating to the employment of
any officer of the corporation.

Section 5.5. Vacancies
If the office of any officer becomes vacant for any reason, the vacancy may be filled by
the Board.

Section 5.6. Duties of the President
The President shall, subject to the control of the Board, supervise and control the affairs
of the corporation and the activities of the officers. They shall perform all duties incident
to their office and such other duties as may be required by law, by the Articles of
Incorporation of this corporation, or by these Bylaws, or which may be prescribed from
time to time by the Board.

Unless another person is specifically appointed by the Board as Board Chair, the
President shall preside at all meetings of the Board. If applicable, the President shall
preside at all meetings of the members. Except as otherwise expressly provided by law,
by the Articles of Incorporation, or by these Bylaws, they shall, in the name of the
corporation, execute such contracts, checks, or other instruments which may from time to
time be authorized by the Board; and shall have the authority to execute bonds,
mortgages and other contracts requiring a seal, under the seal of the corporation, except
where required or permitted by law to be otherwise signed and executed and except
where the signing and execution thereof shall be expressly delegated by the Board to
some other officer or agent of the corporation.

Section 5.7. Duties of the Secretary
The Secretary shall attend all meetings of the Board and of the members and keep
accurate records thereof in one or more minute books kept for that purpose; shall keep,
or cause to be kept, at the principal office of the corporation, a register showing the
names and addresses of all members of the corporation and all members of the Board;
and shall perform the duties customarily performed by the secretary of a corporation and
such other duties as may be assigned to the Secretary by the Board or the President.

Section 5.8. Duties of the Treasurer
The Treasurer shall be responsible for the custody of the corporate funds and securities;
shall be responsible for full and accurate accounts of receipts and disbursements in
books belonging to the corporation; prepare, or cause to be prepared, and certify, or
cause to be certified, the financial statements indicating the financial condition of the
corporation and its assets; and shall perform such other duties as may be assigned to
them by the Board or the President. The Treasurer shall give bond in such sum and with
such surety as the Board may from time to time direct.

Section 5.9: Assistant Officer
Each assistant officer appointed by the Board shall assist in the performance of the duties
of the officer to whom the assistant officer is assistant and shall perform such duties in
the absence of the officer. Such officer shall perform such additional duties as the Board,
the President or the officer to whom the assistant officer is assistant may from time to
time assign such assistant officer. Assistant officers may be given such functional titles
as the Board shall from time to time determine.

Section 5.10. Assignment of Duties and Responsibilities
The President may, with approval by the Board, confer various duties and responsibilities
described in Sections 5.6, 5.7 and 5.8 upon designated staff, who shall execute those
duties and responsibilities as prescribed herein.

Section 5.11. Officer Compensation
The salaries of the officers, if any, shall be fixed from time to time by resolution of the
Board. In all cases, any salaries received by officers of this corporation shall be
reasonable and given in return for services actually rendered for the corporation which
relate to the performance of the purposes of this corporation.

ARTICLE 6: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 6.1. Execution of Instruments
The Board, except as otherwise provided in these Bylaws, may by resolution authorize
any officer or agent of the corporation to enter into any contract or execute and deliver
any instrument in the name of and on behalf of the corporation, and such authority may
be general or confined to specific instances. Unless so authorized, no officer, agent, or
employee shall have any power or authority to bind the corporation by any contract or
engagement or to pledge its credit or to render it liable monetarily for any purpose or in
any amount.

Section 6.2. Checks and Notes
Except as otherwise specifically determined by resolution of the Board, or as otherwise
required by law, checks, drafts, promissory notes, orders for the payment of money, and
other evidence of indebtedness of the corporation shall be signed by the corporation’s
Treasurer or by its President, or designated staff if the President has conferred such
responsibility upon them under Section 5.10. In cases where a given expenditure exceeds a monetary amount established by the Board, such instruments shall also be countersigned by the President or Treasurer of the corporation.

Section 6.3. Deposits

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

Section 6.4. Revenue from Operations

Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, the corporation shall have the right to receive such income and, in so doing, may make incidental amounts of revenue over expenses. All such incidental revenues shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, Directors or officers of the corporation.

Section 6.5. Gifts and Subventions

The Board, by resolution, may authorize the corporation to accept any contribution, gift, bequest, devise or subvention for the purposes of the corporation, from members or nonmembers on terms and conditions not inconsistent with the provisions of Section 5542 of the Pennsylvania Non-Profit Corporation Law.

ARTICLE 7: CORPORATE RECORDS AND REPORTS

Section 7.1. Maintenance of Corporate Records

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

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

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

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

(d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.
Section 7.2. Director's Inspection Rights

Every Director shall have the absolute right on reasonable notice to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 7.3. Member's Inspection Rights

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

(a) To demand that the books or records of membership shall be produced at any regular or special meeting of the corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote.

(b) To inspect and copy the record of all members' names and postal and electronic mail addresses, and voting rights, at reasonable times, upon ten (10) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.

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

(d) To inspect upon reasonable notice the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, by making written demand on the corporation by the member.

Section 7.4. Inspection Rights and Conditions

Any inspection under the provisions of this Article 7:

(a) may be made in person or by agent or attorney, and the right to inspection includes the right to copy and make extracts.

(b) may, when the data is requested by a member, be subject to redaction of private data subject to the corporation’s data protection obligations. Any such redaction is subject to review by the appropriate Board committee.

(c) may, when the data is requested by a member, omit or redact data subject to legal obligations of confidentiality or privilege. Any such omission or redaction is subject to review by the appropriate Board committee.

(d) may, when requested by a Director, be conditioned on reasonable written agreement as reasonably requested by the corporation to maintain the confidentiality or privilege of any data subject to legal obligations of confidentiality or privilege.
(e) may be conditioned upon payment by the requesting party of expenses reasonably incurred by the corporation in the assembly and transmission of the data.

Section 7.5. Annual Report

The Board shall cause an annual report to be distributed not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation. This report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
(e) The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the fiscal year, and a statement of the place where the names and addresses may be found.

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

ARTICLE 8: FISCAL YEAR

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

ARTICLE 9: MEMBERS

Section 9.1. Determination and Rights of Members; Classes and subclasses

The corporation shall have two classes of members: voting and non-voting. The Board shall have the authority by resolution to create subclasses within each of the two classes, and to establish the particular attributes, qualifications, fees, benefits, and the like in regard to each class and any subclasses within each class. No member shall hold more than one membership in the corporation. In the event that an organization may qualify for more than one class, the class attributes defined by the Board shall include an opportunity for such a member to elect between classes of membership.

Section 9.2. Qualifications of Members

Any organization or individual may become a member of this corporation, provided that they qualify for the admission criteria and requirements established in this Article 9 and are willing and able to support its objectives as described in Article 2.
Section 9.3. Admission of Members
Applicants shall be admitted to membership on making an application therefore in writing
and upon payment of first annual dues, or upon receipt of consideration, as specified in
this Article 9.

Section 9.4. Fees and Dues
(a) A fee charged for making application for membership in the corporation may be
specified from time to time by resolution of the Board. Such fees, if applicable, shall be
payable with the application for membership.
(b) The annual dues payable to the corporation by members shall be in such amounts as
may be determined from time to time by resolution of the Board.

Section 9.5. Number of Members
There is no limit on the number of members the corporation may admit.

Section 9.6. Membership Record
The corporation shall keep a membership record containing the name, postal and
electronic mail address of each member. Termination of the membership of any member
shall be recorded in the record, together with the date of termination of such membership.
Such record shall be kept at the corporation's principal office or at such other place as the
Board may determine and shall be available for inspection by any Director or member of
the corporation during regular business hours.
The record of names and addresses of the members of this corporation shall constitute
the membership list of this corporation and shall not be used, in whole or part, by any
person for any purpose not reasonably related to a member's interest as a member.

Section 9.7. Non-liability of Members
A member of this corporation is not, as such, personally liable for the debts, liabilities, or
obligations of the corporation.

Section 9.8. Non-transferability of Membership
No member may transfer a membership or any right arising therefrom unless otherwise
permitted by a resolution of the Board.

Section 9.9. Termination of Membership
(a) Grounds for termination. The membership of a member shall terminate upon the
occurrence of any of the following events:
(i) Upon its notice of such termination delivered to the President of the corporation
personally or by mail, such membership to terminate upon the date of delivery of the
notice or date of deposit in the mail.
(ii) Upon a determination by the Board that the member has engaged in conduct
materially and seriously prejudicial to the interests or purposes of the corporation.
(iii) Upon failure to renew its membership by paying dues on or before their due
date, such termination to be effective thirty (30) days after written notification of
delinquency is given personally or mailed to such member by the Secretary of the
corporation. A member may avoid such termination by paying the amount of delinquent
dues within such thirty (30) day period following the mailing of the written notification of
delinquency.

(b) Procedure for Expulsion. Following the determination that a member should be
expelled under subparagraph (a)(ii) of this Section 9.9, the following procedure shall be
implemented:

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

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

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

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

Section 9.10. Rights on Termination of Membership

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

Section 9.11. Amendments Resulting in the Termination of Membership

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

Section 9.12 Member Sections

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

A Member Section focuses on particular structured information standards or families of
standards as designated by its Rules of Procedure. The Rules of Procedure are
established by the members of the Member Section and approved by the Board. Member
Sections may receive funding as allowed by the Board. Each Member Section has a
steering committee, which is selected by its members in accordance with the Rules of
Procedure and governs the Member Section's activities and expenditures.
The activities and expenditures of a Member Section shall be subject to the limitations on corporate actions contained in these Bylaws and in the Articles of Incorporation and shall also be subject to the provisions of the Pennsylvania Non-Profit Corporation Law. In addition, a Member Section shall be governed by those additional rules and regulations promulgated by the Board from time to time as may be applicable to Member Sections generally or to the Member Section in question.

ARTICLE 10: MEETINGS OF MEMBERS

Section 10.1. Place of Meetings
Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the Commonwealth of Pennsylvania as may be designated from time to time by resolution of the Board. At the discretion of the Board, these meetings may be held by teleconference or other technology, so long as members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions to the directors and members, make appropriate motions, and comment on the business of the meeting. Participation by a member at such meetings of members will constitute presence of, or vote or action by, or consent or dissent of, the member.

Section 10.2. Annual and Other Regular Meetings
The members shall meet annually at a minimum of one (1) time per calendar year for the purpose of transacting business as may come before the membership.

Section 10.3. Special Meetings of Members
Special meetings of the members shall be called by the Board, the Chair of the Board, or the President of the corporation. In addition, special meetings of the members for any lawful purpose may be called by ten percent (10%) or more of the voting members.

Section 10.4. Notice of Meetings of Members
(a) **Time of Notice.** Whenever members are required or permitted to take action in a meeting, a written notice of the meeting shall be given by the Secretary or President of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat.

(b) **Manner of Giving Notice.** Such notice shall be given, in accordance with the provisions of Article 12 of these Bylaws, and addressed to the member at the address of such member appearing on the records of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located.

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

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

(e) **Waiver of Notice of Meetings.** The transactions of any meeting of members, however
called and noticed, and wherever held, shall be as valid as though taken in a meeting
duly held after regular call and notice, if a quorum is present and if, either before or after
the meeting, each of the persons entitled to vote but who were not present signs a written
waiver of notice or a consent to the holding of the meeting or an approval of the actions
taken therein. All such waivers, consents and approvals shall be filed with the corporate
records or made a part of the minutes of the meeting. Waiver of notices or consents
need not specify either the business to be transacted or the purpose of any regular or
special meeting of members, except that if action is taken or proposed to be taken for
approval of any of the matters specified in subparagraph (f) of this Section 10.4, the
waiver of notice or consent shall state the general nature of the proposal.

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

**Section 10.5. Quorum for Member Meetings**

A quorum shall consist of one-third (1/3) of the voting members of the corporation. The
members present at a duly called and held meeting at which a quorum is initially present
may continue to do business notwithstanding the loss of a quorum at the meeting due to
a withdrawal of members from the meeting provided that any action taken after the loss of
a quorum must be approved by at least a majority of the members required to constitute a
quorum.

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

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

Notwithstanding any other provision of this Article 10, if this corporation authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

Section 10.6. Majority Action as Membership Action

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

Section 10.7. Member Voting Rights

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

Section 10.8. Conduct of Membership Meetings

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

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

Section 10.9. Action by Written Ballot Without a Meeting

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written or electronic mail ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provided that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 10.4(b).

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.
Approval of action by written ballot shall be valid only when the number of votes cast by
ballot within the time period specified equals or exceeds the quorum required to be
present at a meeting authorizing the action, and the number of approvals equals or
exceeds the number of votes that would be required to approve the action at a meeting at
which the total number of votes cast was the same as the number of votes cast by ballot.
A written ballot may not be revoked after its receipt by the corporation or its deposit in the
mail, whichever occurs first.

Section 10.10. Action by Unanimous Written Consent Without Meeting
Except as otherwise provided in these Bylaws, any action required or permitted to be
taken by the members may be taken without a meeting, if all members shall individually
or collectively consent in writing to the action. The consent or consents shall be filed with
the minutes of the proceedings of the members. The action by written consent shall have
the same force and effect as a unanimous vote of the members.

Section 10.11. Record Date for Meetings
The record date for purposes of determining the members entitled to notice, voting rights,
written ballot rights, or any other right with respect to a meeting of members or any other
lawful membership action, shall be fixed by the Board pursuant to the provisions of the
Pennsylvania Non-Profit Corporation Law.

ARTICLE 11: INDEMNIFICATION OF OFFICERS,
DIRECTORS, EMPLOYEES AND AGENTS

Section 11.1. The corporation shall indemnify any Director or officer, and may indemnify
any other employee or agent, who was or is a party to, or is threatened to be made a
party to, or who is called as a witness in connection with, any threatened, pending, or
completed action, suit or proceeding, whether civil, criminal, administrative or
investigative, other than an action by or in the right of the corporation, by reason of the
fact that such person is or was a Director, officer, employee or agent of the corporation,
or is or was serving at the request of the corporation as a Director, officer, employee or
agent of another domestic or foreign corporation for profit or not-for-profit, partnership,
joint venture, trust or other enterprise, against expenses, including attorneys' fees,
judgments, fines and amounts paid in settlement, actually and reasonably incurred by
such person in connection with such action, suit or proceeding if such person acted in
good faith and in a manner they reasonably believe to be in, or not opposed to, the best
interests of the corporation, and, with respect to any criminal action or proceeding, had no
reasonable cause to believe their conduct was unlawful.

Section 11.2. The corporation shall indemnify any Director or officer, and may indemnify
any other employee or agent, who was or is a party to, or is threatened to be made a
party to, any threatened, pending or completed action or suit by or in the right of the
corporation to procure a judgment in its favor by reason of the fact that such person is or
was a Director, officer, employee or agent of the corporation or is or was serving at the
request of the corporation as a director, officer, employee or agent of another domestic or
foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other
enterprise against expenses, including attorneys’ fees, actually and reasonably incurred
by such person in connection with the defense or settlement of such action or suit if such
person acted in good faith and in a manner such person reasonably believed to be in, or
not opposed to, the best interests of the corporation and except that no indemnification
shall be made in respect of any claim, issue or matter as to which such person shall have
been adjudged to be liable to the corporation unless and only to the extent that the court
of common pleas of the judicial district embracing the county in which the registered office
of the corporation is located or the court in which such action or suit was brought shall
determine upon application that, despite the adjudication of liability but in view of all the
circumstances of the case, such person is fairly and reasonably entitled to indemnity for
such expenses which the court of common pleas or such other court shall deem proper.

Section 11.3. The indemnification and advancement of expenses provided by, or
granted pursuant to, this Article 11 shall not be deemed exclusive of any other rights to
which those seeking indemnification or advancement of expenses may be entitled under
any Bylaw, agreement, vote of members or disinterested Directors or otherwise, both as
to action in their official capacity and as to action in another capacity while holding such
office. It is the policy of the corporation that indemnification of, and advancement of
expenses to, Directors and officers of the corporation shall be made to the fullest extent
permitted by law. To this end, the provisions of this Article 11 shall be deemed to have
been amended for the benefit of Directors and officers of the corporation effective
immediately upon any modification of the Pennsylvania Non-Profit Corporation Law or
any modification, or adoption of any other law that expands or enlarges the power or
obligation of corporations organized under the Pennsylvania Non-Profit Corporation Law
to indemnify, or advance expenses to, Directors and officers of corporations.

Section 11.4. The corporation shall pay expenses incurred by an officer or Director, and
may pay expenses incurred by any other employee or agent, in defending an action, or
proceeding referred to in this Article 11 in advance of the final disposition of such action
or proceeding upon receipt of an undertaking by or on behalf of such person to repay
such amount if it shall ultimately be determined that they are not entitled to be indemnified
by the corporation.

Section 11.5. The indemnification and advancement of expenses provided by, or
granted pursuant to, this Article 11 shall, unless otherwise provided when authorized or
ratified, continue as to a person who has ceased to be a Director, officer, employee or
agent of the corporation and shall inure to the benefit of the heirs, executors and
administrators of such person.

Section 11.6. The corporation shall have the authority to create a fund of any nature,
which may, but need not be, under the control of a trustee, or otherwise secure or insure
in any manner, its indemnification obligations, whether arising under these Bylaws or
otherwise. This authority shall include, without limitation, the authority to: deposit funds
in trust or in escrow; establish any form of self-insurance; secure its indemnity obligation
by grant of a security interest, mortgage or other lien on the assets of the corporation; or
establish a letter of credit, guaranty or surety arrangement for the benefit of such persons
in connection with the anticipated indemnification or advancement of expenses
contemplated by this Article 11. The provisions of this Article 11 shall not be deemed to
preclude the indemnification of, or advancement of expenses to, any person who is not
specified in Sections 11.1 or 11.2 but whom the corporation has the power or obligation to
indemnify, or to advance expenses for, under the provisions of the Pennsylvania Non-
Profit Corporation Law or otherwise. The authority granted by this Section 11.6 shall be
exercised by the Board of the corporation.

Section 11.7. The corporation shall have the authority to enter into a separate
indemnification agreement with any officer, Director, employee or agent of the corporation
or any subsidiary providing for such indemnification of such person as the Board shall
determine up to the fullest extent permitted by law.

Section 11.8. As soon as practicable after receipt by any person specified in Sections
11.1 or 11.2 of notice of the commencement of any action, suit or proceeding specified in
Sections 11.1 or 11.2, such person shall, if a claim with respect thereto may be made
against the corporation under Article 11 of these Bylaws, notify the corporation in writing
of the commencement or threat thereof; however, the failure so to notify the corporation
shall not relieve the corporation from any liability under Article 11 of these Bylaws unless
the corporation shall have been prejudiced thereby or from any other liability which it may
have to such person other than under this Article 11 of these Bylaws. With respect to any
such action as to which such person notifies the corporation of the commencement or
threat thereof, the corporation may participate therein at its own expense and, except as
otherwise provided herein, to the extent that it desires, the corporation, jointly with any
other indemnifying party similarly notified, shall be entitled to assume the defense thereof,
with counsel selected by the corporation to the reasonable satisfaction of such person.
After notice from the corporation to such person of its election to assume the defense
thereof, the corporation shall not be liable to such person under Article 11 of these
Bylaws for any legal or other expenses subsequently incurred by such person in
connection with the defense thereof other than as otherwise provided herein.

Such person shall have the right to employ their own counsel in such action, but the fees
and expenses of such counsel incurred after notice from the corporation of its assumption
of the defense thereof shall be at the expense of such person unless: the employment of
counsel by such person shall have been authorized by the corporation; such person shall
have reasonably concluded that there may be a conflict of interest between the
corporation and such person in the conduct of the defense of such proceeding; or the
corporation shall not in fact have employed counsel to assume the defense of such
action. The corporation shall not be entitled to assume the defense of any proceeding
brought by or on behalf of the corporation or as to which such person shall have
reasonably concluded that there may be a conflict of interest. If indemnification under
Article 11 of these Bylaws or advancement of expenses are not paid or made by the
corporation, or on its behalf, within 90 days after a written claim for indemnification or a
request for an advancement of expenses has been received by the corporation, such
person may, at any time thereafter, bring suit against the corporation to recover the
unpaid amount of the claim or the advancement of expenses. The right to indemnification
and advancements of expenses provided hereunder shall be enforceable by such person
in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the corporation. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the corporation.

Section 11.9. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article 11.

ARTICLE 12: MANNER OF GIVING WRITTEN NOTICE

Any notice required to be given to any person under the provisions of statute, the corporation's Articles of Incorporation or these Bylaws shall be given to the person either personally or by sending a copy thereof:

(a) By first class or express mail, postage prepaid, or courier service, charges prepaid, to their postal address appearing on the books of the corporation or, in the case of notice to Directors, supplied by each Director to the corporation for the purpose of notice. A notice pursuant to this subsection shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person, or

(b) By electronic mail to their address for electronic mail supplied by them to the corporation for the purpose of notice. Notice pursuant to this subsection shall be deemed to have been given to the person entitled thereto when sent.

ARTICLE 13: AMENDMENT OF BYLAWS

Except as provided in Sections 3.17(f) and 11 hereof, and except as otherwise provided for amendments of the bylaws of non-profit corporations in Section 5504(b) of the Pennsylvania Non-Profit Corporation Law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted only as follows:

(a) By approval of the voting members of the corporation; or

(b) Subject to the power of members to change or repeal these Bylaws, by approval of the Board, unless the Bylaw amendment would materially and adversely affect the rights of members in regard to voting or the ability to transfer interest in the corporation, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Directors of the corporation, the maximum or minimum number of Directors, or changing from a fixed to a variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (a) of this Section.