

# OASIS MEMBERS ONLY

**OASIS, INC.**  
**MEETING OF BOARD OF DIRECTORS**  
**March 12, 2001**

A meeting of the Board of Directors of OASIS, Inc. (the "Consortium") took place at 12:00 AM EST on Monday, March 12, 2001, by means of telephone conference call equipment permitting all participants to hear each other throughout the meeting. The following directors, constituting a majority of the directors then in office and a quorum for the conduct of business, were present and participating throughout the meeting, except as otherwise noted below: Patrick Gannon, Alan Hester, Una Kearns, Norbert Mikula, Robert Sutor, and William Smith. Also present for part or all of the meeting were Laura Walker and Karl Best, of the Consortium, John Brunjes, of Brown, Raysman, Millstein, Felder & Steiner, and Andrew Updegrave, of Lucash, Gesmer & Updegrave.

Patrick Gannon, the Chairman of the Board, presided at the meeting, and Mr. Updegrave, kept the minutes.

Mr. Gannon opened the meeting by referring to the various email materials which had previously been distributed. He then introduced the previously announced topic of the meeting, which was to reexamine certain actions taken by the Board at the March 1, 2001 meeting. The occasion for reexamining these actions was that, in the opinion of attorneys with two law firms consulted, an earlier vote had been effective to amend the By-laws. This had not been the belief of the directors at the time that they had taken a vote to suspend the formation of Technical Committees at the March 1, 2001 Board meeting. The Board would now clarify and confirm the actions which it believed were appropriate, given this new information.

Mr. Gannon asked for Mr. Best's opinion regarding whether the rules relating to Technical Committee formation should reside in, or be removed from, the By-laws, from the perspective of the Consortium's technical staff. Mr. Best stated that he believed that the rules pertaining to the creation of Technical Committees should be removed from the By-laws. Several directors stated their own views that separating the rules from the By-laws would be preferable. Messrs. Updegrave and Brunjes both observed that, while there might not be a strictly legal reason to separate the rules from the By-laws, that it was usually preferable to keep such rules out of the By-laws to facilitate the making of changes as the same became necessary over time.

Discussion followed regarding the degree of authority which the Board should have over, and involvement in, the creation and operation of Technical Committees, and it was agreed that the Board should have overall authority over the Technical Committees and their process, and that a general statement should be included in the By-laws and/or the Technical Committee rules at a later date.

William Smith then joined the meeting, and stated that he was disturbed that greater efforts had not been made to give effective, as compared to legally adequate, notice for the meeting. He also asked that the minutes reflect his belief that the consideration of the current proposals to amend the ~~minutes~~ bylaws was proceeding faster than he believed to be appropriate.

Discussion followed regarding the proper action to be taken, and the proper method of taking it. Upon motion duly made and seconded, it was unanimously (but for the abstention of Mr. Smith):

RESOLVED: That the By-laws are hereby amended by deleting Articles 14 and 15 in their entirety, that the Board hereby adopts as OASIS's Technical Committee Policy the document attached as [Attachment A](#) to these minutes, and that the By-laws, as amended, shall be as set forth in [Attachment B](#) to these minutes.

Mr. Gannon asked whether it was necessary to confirm the March 1 resolution to suspend Technical Committee formation. Mr. Brunjes stated that he had reviewed Pennsylvania corporate law on the validity of the earlier resolution, and concluded that the action taken was valid. It was agreed that the motion to suspend Technical Committee formation should remain in force.

Mr. Smith asked that the Board discuss what actions would now need to be taken before a new Technical Committee could be formed. The Board then reviewed the concerns which had led to believing that a moratorium on new Technical Committee formation was necessary, and the time schedule under which the moratorium could be lifted. [Messrs. Best and Brunjes left the call at this point; Ms. Walker had left the meeting during the preceding discussion.]

Discussion then turned to the compensation offer which should be extended to Ms. Walker for the current year. It was agreed that the final offer should be approved by the Board, and not simply by the Compensation Committee. After discussion, it was agreed to report the results of the discussion to Ms. Walker and move towards finalizing an agreement.

There being no further business to come before the Board, Mr. Gannon adjourned the meeting at 2:30 PM.

Andrew Updegrove  
Secretary Pro Tem

## **ATTACHMENT A**

### **OASIS OPEN TECHNICAL COMMITTEE POLICY**

#### **Section 1. Technical Committees**

**(a). Definitions.**

(i). "Person Eligible for OASIS Technical Committee Participation" ("PEOTCP") means one of a class of individuals that includes persons holding individual memberships in the corporation, employees of organizational members of the corporation, members of organizations to which OASIS has extended the benefits of joint membership, and such other persons as may be designated by the board of directors.

(ii). "Technical Committee" ("TC") means a group of PEOTCPs formed and conducted according to the provisions of this Policy.

(iii). "Joint Committee" ("JC") means a TC formed by joint resolution of a group of cooperating TCs, all of whose members are also members of at least one liaison subcommittee appointed for the purpose of participating in that JC.

(iv). "Liaison Subcommittee" means a subcommittee of a TC formed to provide one or more members of a JC.

(v). A "Calendar Year" begins on January 1 and ends on December 31 of each year.

(vi). A "Calendar Quarter" means any one of the spans of time extending from January 1 through March 31, April 1 through June 30, July 1 through September 30, and October 1 through December 31.

(vii). "OASIS TC Administration" means the persons appointed by the Board of Directors to represent OASIS in administrative matters relating to TCs.

**(b). TC Discussion Lists.**

Any group of at least three PEOTCPs shall be authorized to begin a discussion list for the purpose of forming a TC by submitting to OASIS TC administration the following items: (i) the name of the discussion list, which shall not be the same as the name of the list in which the TC itself will operate once formed; (ii) a preliminary statement of scope for the TC that the list is intended to form; (iii) the names, electronic mail addresses, and membership affiliations of the PEOTCPs proposing to create the discussion list; (iv) the name of the discussion list leader.

No later than 15 days following the submission, OASIS shall provide these materials to the membership with a call for participation in a discussion list whose purpose is to form the TC described in the application. Discussion of TC formation shall begin on the list no sooner than seven days after the announcement. More than one TC can be formed from a discussion list. A list established to discuss the formation of a TC under provisions of this section shall automatically go out of existence 90 days after the call for participation, together with its archive.

**(c). TC Formation.**

Any group of at least three PEOTCPs shall be authorized to begin a TC by submitting to OASIS TC administration the following items, written in English and provided in electronic form as plain text: (i) the name of the TC, such name not to have been previously used for an OASIS TC; (ii) statement of purpose, which must be germane to the mission of OASIS; (iii) list of deliverables, with projected dates; (iv) language in which the TC will conduct business; (v) date and time of the first meeting, and whether it will be held in person or by phone; (vi) the meeting schedule for the year following the formation of the TC, or until the projected date of the final deliverable, whichever comes first; (vii) names, electronic mail addresses, and membership affiliations of at least three PEOTCPs committed to the stated meeting schedule; (viii) name of the TC chair; (ix) names of phone meeting sponsors, if any; and (x) names of face-to-face meeting sponsors, if any.

No later than 15 days following the submission, OASIS TC administration shall either provide these materials to the membership, with a call for participation and an announcement of a first meeting, or return the submission to its originators with an explanation of its failure to meet the requirements set forth in this section. If the submission is accepted, OASIS TC administration shall form two electronic mail lists for the TC, namely a general list and a comment list, as described further in the section titled "TC visibility," and the person named as chair of the TC shall be given administrative control of these lists.

(d). First Meeting of a TC.

The first meeting of a TC shall occur no less than 30 days after the announcement of its formation in the case of a telephone meeting and no less than 45 days after the announcement of its formation in the case of a face-to-face meeting. Persons intending to participate in the first meeting must register to attend no later than 15 days prior to the event by notifying the person named as chair of the new TC of their intention to attend the meeting. Every PEOTCP present at the first meeting of a TC shall be initially a voting member of the TC.

The first meeting of a TC must occur at the place and time and in the manner described in the announcement. Any initial meeting whose time or location is changed and any initial phone meeting that fails to grant access to every PEOTCP previously registering a desire to participate shall be subject to appeal as provided in the section of this article titled "Appeals."

(e). TC Membership.

A PEOTCP shall become a prospective member of an existing TC by sending by mail notice of intention to participate to the chair of the TC. Prospective membership shall begin seven days after this notice is received. A prospective member may attend face-to-face meetings as an observer. A prospective member may attend phone meetings as an observer at the discretion of the chair.

A prospective member of a TC shall become a voting member of the TC immediately following the close of the third TC meeting held during the period of prospective membership or after 60 days have elapsed following formal application to join the TC, whichever comes first.

The transference of an individual OASIS membership shall not automatically confer TC membership upon the transferee.

(f). Termination of TC Membership.

**Except as provided in the section of this article titled "Leaves of Absence," membership in an OASIS TC shall be terminated under the following conditions:**

(i). A member shall be warned by mail from the chair of the TC upon failure to attend two out of every three successive meetings of the TC. Membership shall be terminated if the member fails to attend the next meeting following transmittal of the warning.

(ii). A member shall be warned by mail from the chair of the TC upon failure to return 80 percent of all mail ballots closing during any 90-day period. Membership shall be terminated if the member fails to return 80 percent of all mail ballots closing during the 90 days following transmittal of the warning.

(iii). A member shall be considered to have resigned from a TC upon receipt of notification of resignation by mail from the member by the chair of the TC.

**Termination of membership in an OASIS TC shall automatically end voting membership in any subcommittee directly or indirectly created by that TC.**

(g). Leaves of Absence.

Every member of an OASIS TC shall be entitled to at least one leave of absence per calendar year. During a leave of absence, a member shall be exempt from the participation criteria specified in the section of this Policy titled "Termination of TC Membership." A first leave of absence in any calendar year shall be obtained automatically upon application to the chair of the TC.

A TC member who has already been granted a leave of absence during a calendar year may apply for a maximum of one additional leave of absence during the same year, but a second leave of absence in a calendar year shall be granted only upon formal resolution of the TC.

A member of a TC who has been granted a leave of absence shall cease to be a member of the TC and all of its subcommittees for the duration of the leave. However, membership in the TC and membership in any still-existing subcommittee of the TC of which the same person was a member at the beginning of the leave shall resume when the leave ends.

The length of a leave of absence shall be specified in advance by the member requesting it and shall not exceed 45 days. A leave of absence shall begin no earlier than seven days after the date upon which the request was submitted to the chair of the TC and shall end on the date specified, or at the beginning of the first TC meeting or subcommittee meeting attended after the leave begins, or upon transmittal of the first mail ballot returned after the leave begins, whichever comes first. Time allocated for a leave of absence but not used due to early resumption of membership cannot be carried over into another leave.

(h). TC Chairs.

A TC chair may be removed by action of the board of directors following an appeal as specified in the section of this Policy titled "Appeals" or by a vote of 2/3 of all the members of the TC.

A vacancy in chairing a TC shall be deemed to exist when (i) the chair has been removed, (ii) the chair has resigned the position, or (iii) the chair ceases to be a member of the TC. Vacancies in chairing a TC shall be filled by election from the membership of the TC.

The same provisions regarding leaves of absence shall apply to the chair of a TC as to the other members of a TC, except the chair must notify both OASIS TC administration and the TC at least 30 days prior to any non-emergency leave of absence.

(i). TC Visibility.

All TC electronic mail lists shall be archived for the duration of the corporation, and all TC mail archives shall be publicly visible. Each TC shall be provided upon formation with a general list and a comment list. Every PEOTCP shall be able to subscribe to the general mailing list of any TC, but only members of that TC shall be able to post to it. The minutes of each TC meeting shall be published to that TC's general list.

The comment list of a TC shall be open to contributions from every PEOTCP, and may also be enabled to accept comments from other groups or from the public at large by resolution of the TC. TCs shall not be required to respond to comments.

OASIS shall create a publicly archived list for announcements from OASIS TC administration regarding TCs. Any PEOTCP shall be able to subscribe to this list. Every important change in TC status shall be posted to the announcement list, such changes to include but not be limited to the following: TC formation; changes in purpose, deliverables, or meeting schedule; publication of working drafts; publication of committee specifications; calls for implementation; submission of a specification as a proposed OASIS standard; approval or rejection of a proposed standard; start or end of participation in a joint committee; and closure of a TC.

(j). TC Procedure.

The operation of TCs shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with this Policy, with the Articles of Incorporation of this corporation, or with provisions of law.

The duration of a TC shall be considered a single session. Formal actions of TCs shall be governed by the same rules regardless of the language in which the work is taking place.

(k). TC Meetings.

"TC meeting" shall be construed to include telephone conferences and video conferences as well as face-to-face meetings. Any TC that fails to conduct at least one meeting during a calendar year shall cease to exist at the beginning of the calendar year immediately following.

(l). TC Revision.

A TC can clarify its statement of purpose; revise its deliverables; and change its meeting schedule. Such changes shall be reported on the TC announcement list, and any revisable publicly visible description (e.g., Web page) promulgated by the TC shall be updated to reflect such changes.

(m). TC Voting.

Every member of a TC has a single vote. Organizations do not vote in TCs. Proxies shall not be allowed in TC voting. The final approval of a committee specification shall require at least 2/3 of the total membership of a TC voting to approve and no more than 1/4 voting to disapprove.

(n). Conduct of TC Business by Mail.

A TC may adopt a standing rule authorizing its chair to draft resolutions pertaining to routine business directly related to the stated purpose of the TC and to conduct votes on such resolutions by mail. "Mail" as the term is applied to the conduct of TCs shall be construed to mean electronic mail.

A TC may, by the approval of 2/3 of the members voting in a meeting, allow the chair between that meeting and the next to draft resolutions pertaining to specified subjects, to propose such draft resolutions to the members of the TC for discussion by mail, to entertain friendly amendments to such draft resolutions and make such changes as shall seem most likely to gain general assent of the members of the TC, to put such resolutions as seem to have gained majority assent to the members of the TC for a vote by mail, and to conduct votes on such resolutions by mail.

The period allowed for voting by mail shall be five days, unless the TC specifies a different voting period in the resolution authorizing the vote or in standing rules governing mail ballots.

(o). TC Coordination.

Coordination among TCs shall take place through the action of voluntary joint committees (JCs). The formation of a JC shall begin with the preparation of a JC proposal. A JC proposal must meet all of the criteria for a TC proposal, and it must in addition contain: (i) the date and time of the first meeting of the JC, such date to be no less than 45 days and no more than one year from the date of submission; (ii) a list of all the TCs that will cooperate in the work of the JC; and (iii) the name of at least one member from each of those TCs who is committed to the purpose and meeting schedule of the JC; provided that no individual named in the proposal shall be allowed to represent more than one TC in meeting this requirement.

Within 15 days of its submission, OASIS TC administration shall convey the proposal to the chairs of all the TCs named in the proposal and shall in addition copy the proposal to the TC announcement list. Each of the TCs shall then have until 30 days before the date set in the proposal for the first JC meeting to appoint a liaison subcommittee, the members of which are thereby empowered to participate in the JC described in the proposal. The appointment of liaison subcommittees shall be governed by the same rules that apply to the appointment of ordinary TC subcommittees.

Upon the appointment of liaison subcommittees by all of the TCs named in the proposal, OASIS shall create a mailing list for the new JC and shall announce its formation to the membership, but for

informational purposes only and not as a call for participation.

The voting members of a newly created JC shall be those OASIS members who (x) have been appointed to a liaison subcommittee created for this purpose by one of the TCs cooperating in the JC, (y) individually register their intention to attend the first meeting of the JC by sending mail no later than 15 days preceding the meeting to the chair of the JC, and (z) attend the first meeting of the JC.

The first meeting of a JC shall not be called to order until at least one member from each liaison subcommittee appointed to participate in the JC is present at the meeting. If this requirement is not met by the end of the time scheduled for the first meeting, then the JC shall cease to exist, and OASIS TC administration shall close its mailing list. No person shall be counted as representing more than one TC for purposes of this requirement.

Membership in a JC after its first meeting shall be governed by the same rules governing membership in a TC, with the added requirement that any prospective member of a JC must first be a member of a liaison subcommittee appointed for this purpose by one of the cooperating TCs.

Except as provided in this section, all of the provisions for meetings, membership, termination of membership, and leaves of absence that apply to members of TCs shall apply equally to JCs, with the added requirement that warnings of termination of membership shall be copied to the chairs of TCs contributing a member to the JC as well as to the affected member.

The membership of a person in a JC shall terminate if that person resigns from the JC, fails to meet the generic participation requirements of JCs and TCs, or ceases to be a member of any of the liaison subcommittees participating in the JC.

If termination of membership in a JC causes a still existing TC's contribution of voting members to that JC to fall to zero, the chair of the JC shall, within 15 days following the termination of membership, notify OASIS and the chair of the formerly participating TC that the TC is in breach of its obligation to contribute to the work of the JC. The TC shall have 90 days following this notice to appoint a new liaison subcommittee, whose members shall become prospective members of the JC. If none of those prospective members fulfills the requirements for participation in the JC, the attempt to create a liaison subcommittee shall be declared a failure.

If a still-existing TC in breach of its obligation to contribute to a JC fails to appoint a liaison subcommittee within the time stated, then all activities and mailing lists of that JC shall cease until its successor, if any, can be organized according to the provisions for starting a JC.

If one or more TCs participating in a JC cease to exist but more than one TC remains, the chair of the JC shall so inform OASIS TC administration, and the remaining TCs after notice from OASIS TC administration shall have 30 days thereafter to adopt a joint resolution agreeing to carry on the work of the JC without requalifying its members. If they fail to adopt such a resolution, the JC shall cease to exist.

A TC shall have no obligation to abide by any decision arrived at in a JC to which it contributes membership. The business of a JC to which a TC contributes membership shall be imparted to the TC through reports from the chair of its liaison subcommittee. Such reports shall have the same



force and shall be made, received, and acted upon in the same manner as reports from any other subcommittee of the TC.

A TC shall be added to or removed from the set of TCs contributing to a JC only upon joint resolution of all of the participating TCs.

(p). Appeals.

Any group of three or more PEOTCPs who believe that an action taken or not taken by or with respect to TCs is in violation of the procedures set forth in this Policy or specified by the board of directors of the corporation may appeal such action or inaction to OASIS TC administration. Appellants shall file a complaint within 30 days of the action being appealed or at any time with respect to an inaction. The complaint shall state the nature of the objection(s), including any direct and material adverse effects upon the appellants; the section(s) of this Policy or of the board resolution(s) at issue; the actions or inactions at issue; and the specific remedial action(s) that would satisfy the appellants' concerns. Previous efforts to resolve the objection(s) and the outcome of each shall be noted.

Within 30 days of receipt of the complaint, OASIS TC administration shall respond to the appellants, addressing each allegation of fact in the complaint to the extent of the TC administration's knowledge. If the appellants and the TC administration are unable to resolve the complaint within 15 days following the response, the TC administration shall schedule a hearing before the OASIS board of directors at the next regular board meeting. In such a hearing, appellants shall have the burden of demonstrating adverse effects, improper action or inaction, and the efficacy of the requested remedial action. The board shall render its decision within 30 days. The decision of the board shall be final.

The OASIS board of directors has the authority to effect such remedial action as may be necessary to remedy a complaint brought under this procedure.

(q). Application to Existing TCs.

This Policy applies to previously established TCs upon its adoption.

## **Section 2. Standards Process**

A technical committee (TC) as defined in Section 1 of this Policy that has approved and published a committee specification may simultaneously or at some later time recommend that the specification be made an OASIS standard. Upon resolution of the TC to move the specification forward, its chair shall submit the following items to OASIS: (a) a formal specification that is a valid member of its type; (b) appropriate documentation for the specification; (c) a clear English-language summary of the specification; (d) certification by at least three OASIS member organizations that they are successfully using the specification; (e) an account of or pointer to votes and comments received in any earlier attempts to standardize substantially the same specification, together with the originating TC's response to each comment; and (f) a pointer to the publicly visible comments archive for the originating TC.

Thirty days shall be allowed for administrative processing of a proposed standard. The proposal shall be submitted to the OASIS membership for review at the beginning of the first calendar quarter following the 30 days allocated for administrative review. At the beginning of the next calendar quarter, the proposal shall be submitted to the voting members of OASIS, who shall have thirty days to return a ballot approving or disapproving the proposal. The TC that originated the specification may, by formal resolution, withdraw the proposed specification at any point after it is submitted to OASIS for administrative processing and before the end of the voting period.

In votes upon proposed OASIS standards, each voting OASIS member shall be entitled to cast one vote. Votes shall be cast by sending electronic mail to a publicly archived list created for this purpose. Votes may be changed up until the end of the voting period. The results of a vote on a proposed standard shall be provided to the membership and to the TC no later than seven days following the close of the voting period.

If at the end of the voting period at least 10 percent of the voting membership has voted to approve the proposed standard, then if no votes have been cast to disapprove the proposed standard, it shall become an OASIS standard immediately following the end of the voting period. However, if negative votes amounting to less than 10 percent of the voting membership have been cast, the negative votes and accompanying comments, if any, shall be forwarded to the originating TC for consideration. After notification of the results, the TC shall have 30 days to take one of the following actions by resolution: (x) request OASIS to approve the specification as submitted despite the negative votes, or (y) withdraw the submission entirely, or (z) submit an amended specification, in which case the amended submission shall be considered as if it were a new submission, except that information regarding previous votes and any disposition of comments received in previous votes shall accompany the amended submission.

If at the end of the voting period less than 10 percent of the voting membership has voted to approve the proposed standard, or if at the end of the voting period 10 percent or more of the voting membership has voted to disapprove the proposed standard, or if the originating TC upon notification of negative votes takes no formal action within the 30 days allocated for consideration of the results, then the specification shall not become an OASIS standard. This shall not prevent the same or similar specification from being submitted again.

### **Section 3. Board of Directors Involvement in Standards Process**

The Board shall appoint a member of "OASIS TC administration," as defined in Section 1 of this Policy, to act as the Technical Committee ("TC") Liaison to the Board for the purpose of keeping the Board apprised of activities related to the Standards Process. The specific duties of the TC Liaison shall be specified by the Board in conjunction with OASIS TC Administration but shall, at a minimum, provide for the submission to the Board, no less than once per calendar quarter, of a report identifying and summarizing all TC Committee Specifications that have been recommended by resolution of the appropriate TC for adoption as an OASIS Standard in accordance with Section 2 of this Policy. Such report shall be submitted to the Board at a regular or special meeting of the Board in advance of the scheduled submission of the proposed standard to OASIS membership for review and voting. Notwithstanding anything to the contrary contained in Section 2 of this Policy, upon majority vote of the members of the Board at a meeting thereof duly called and constituted, the proposed Standard may be withheld from submission to OASIS membership and returned to the sponsoring TC for additional consideration, with an explanation of the reasons for such action.

The Board of Directors may amend this Policy at any time and from time to time in its sole discretion.

## **ATTACHMENT B**

### **AMENDED AND RESTATED BYLAWS**

**OCTOBER 13, 2000**

**As further amended on March 12, 2001**

**Organization for the Advancement of Structured Information Standards (OASIS)**

**A PENNSYLVANIA DOMESTIC NON-PROFIT CORPORATION**

### **ARTICLE 1: OFFICES**

#### **Section 1. Principal Office**

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

#### **Section 2. Other Offices**

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

### **ARTICLE 2: PURPOSES**

The primary objectives and purposes of this corporation shall be:

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

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

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

(e). Because structured information standards do not constrain the architecture and functionality of applications, great diversity can and does exist among applications and product implementations. OASIS may establish guidelines for an implementation framework within which diverse products will be able to interoperate, without compromising the platform

and product independence of documents or the potential for diversity, growth, and extensibility inherent within structured information standards.

(f). The Corporation may engage in any other activities to encourage and make practical the adoption and use of structured information standards and may engage in any other activities and undertake any other actions permitted under the Pennsylvania Domestic Non-Profit Corporation Law. 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.

## **ARTICLE 3: DIRECTORS**

### **Section 1. Number**

The corporation shall have not less than one (1) nor more than eight (8) directors and collectively they shall be known as the Board of Directors. 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.

### **Section 2. Powers**

Subject to the provisions of the Pennsylvania Domestic 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 of Directors.

### **Section 3. Duties**

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 of this corporation, or by these Bylaws;
- (b). Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation, including its executive director;
- (c). Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- (d). Fulfill certain specific roles in pursuit of the goals of the corporation, such as President, Chair, Vice-Chair, Secretary, Treasurer, and Chief Officers of technical, marketing, and recruitment education activities.
- (e). Meet at such times and places as required by these Bylaws;
- (f). Register their addresses with the Secretary of the corporation, so that notices of meetings sent by postal or electronic mail to them at such addresses shall be valid notices thereof.

## **Section 4. Compensation**

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

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

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section "interested persons" means either:

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

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

## **Section 6. Place of Meetings**

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

## **Section 7. Regular Meetings**

Regular meetings of Directors shall be held a minimum of four (4) times per calendar year.

## **Section 8. Special Meetings**

Special meetings of the Board of Directors may be called by any two directors or by the executive director.

## **Section 9. Notice of Meetings**

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

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such

adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

### **Section 10. Contents of Notice**

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

### **Section 11. 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.

### **Section 12. Quorum for Meetings**

A quorum shall consist of a majority of Directors.

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 hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of such 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, except as provided in Section 10 of this Article.

The directors 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 directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be specified by law, or the Articles of Incorporation or these Bylaws of the corporation.

### **Section 13. 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 of Directors, unless the Articles of Incorporation or Bylaws of the corporation, or provisions of the Pennsylvania Domestic Non-Profit Corporation Law, require a greater percentage or different voting rules for approval of a matter by the board.

## **Section 14. Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice Chair of the corporation or, in the absence of each of these persons, by a chairperson 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 his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts' Rules of Order, 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 15. Action by Unanimous Written Consent Without Meeting**

Any action required or permitted to be taken by the Board of Directors 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 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. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

## **Section 16. Terms of Office**

Each director shall hold office for a two-year term and until his or her successor is elected and qualified or until his or her earlier death, resignation, or removal. To ensure continuity, members of the board will hold staggered terms of office, with half the board's members elected in alternate years; however, if at any time the board consists of an odd number of directors, then in every even-numbered year the minimum number of directors needed to constitute a majority of the Board shall stand for election and in every odd-numbered year the remaining directors shall stand for election; this process shall continue until there is an even number of directors.

## **Section 17. Election**

(a). Frequency and Timing. Board elections, in accordance with Section 16 above 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). 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.

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

The demand shall state the purpose for which the list is requested and 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 the date as of which the list is to be compiled.

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

(c). 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.

## **Section 18. Vacancies/Removal**

(a). Vacancies. Vacancies on the Board of Directors shall exist on the death, resignation or removal of any director, and whenever the number of authorized directors is increased. The Board of Directors 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 Domestic Non-Profit Corporation Law.

(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.

(c). Resignation. Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, 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.



(d). Filling vacancies. Vacancies on the board may be filled by the board with a person skilled in the area of the position being vacated. The board may choose to reallocate specific board positions to determine which position is to be filled. If the number of directors then in office is less than a quorum, then positions are 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 of these Bylaws, or (iii) a sole remaining director.

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

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

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

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

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

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

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

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

# **ARTICLE 4: OFFICERS**

## **Section 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 determined by the Board of Directors. 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 Chairperson of the Board.

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

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

## **Section 3. Subordinate Officers**

The Board of Directors 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 of Directors

## **Section 4. Removal and Resignation**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. An officer may resign at any time by giving written notice to the Board of Directors 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 of Directors relating to the employment of any officer of the corporation.

## **Section 5. Vacancies**

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

## **Section 6. Duties of President**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her 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 of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. 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, he or she 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 of Directors.

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

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

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

The Secretary shall:

- (a). Certify and keep at the principal office of the corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.
  
- (b). Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
  
- (c). See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
  
- (d). Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.
  
- (e). Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
  
- (f). Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the Membership book, and the minutes of the proceedings of the directors of the corporation.
  
- (g). In general, perform all duties incident to the office of Secretary 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 assigned to him or her from time to time by the Board of Directors.

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

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

- (a). Have charge and custody of, and be responsible for, any funds and securities of the corporation, and deposit any such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
  
- (b). Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

- (c). Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for any such disbursements.
- (d). Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e). Exhibit at any reasonable times the book of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- (f). Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- (g). Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h). In general, perform any duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

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

The President may, with approval by the board, confer various duties and responsibilities described in Section 6, 7, 8 and 9 of this Article upon the corporation's executive director, who shall execute those duties and responsibilities as prescribed herein.

## **Section 11. Compensation**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of the corporation shall only be allowed if permitted under the provisions of Article 3, Section 4 of these Bylaws. 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 5: COMMITTEES OF THE BOARD**

### **Section 1. Executive Committee**

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as 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 with respect to:

- (a). The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the voting members or of a majority of all of the voting members.
- (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 Domestic Non-Profit Corporation Law.

By a majority vote of its members then in office, 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, 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 2. Other Committees**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other 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 3. Meetings and Action of Committees**

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

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

## **Section 1. Execution of Instruments**

The Board of Directors, 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 2. Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, 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 executive director, if the President has conferred such responsibility upon him or her under Section 10, Article 4. 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 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 of Directors may select.

## **Section 4. Gifts**

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

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

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

The corporation shall keep at its principal office:

- (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 and 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 2. Corporate Seal**

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

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

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

## **Section 4. 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 inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b). To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, a list of the names, addresses 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.

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

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

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

## **Section 6. Annual Report**

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and to any member who requests it in writing, which 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.
- (f). Any information required by Section 7 of this Article.

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.

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

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

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

- (a). Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or
- (b). Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

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

Similarly, the statement need only be provided with respect to indemnification or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was



approved by the members pursuant to any provision of the Pennsylvania Domestic Non-Profit Corporation Law.

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

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

#### **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: AMENDMENT OF BYLAWS**

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

(a). Subject to the power of members to change or repeal these Bylaws and Section 5504(B) of the Pennsylvania Domestic Non-Profit Corporation Law, by approval of the Board of Directors 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 (b) of this Section; or

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

#### **ARTICLE 10: AMENDMENT OF ARTICLES**

##### **Section 1. Amendment of Articles Before Admission of Members**

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

##### **Section 2. Amendment of Articles After Admission of Members**

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

##### **Section 3. Certain Amendments**

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

## **ARTICLE 11: PROHIBITION AGAINST SHARING CORPORATE POWERS AND ASSETS**

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 or pecuniary profit 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 is fixed by resolution of the Board of Directors; 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. The members of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

## **ARTICLE 12: MEMBERS**

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

The corporation shall have two classes of members: voting and non-voting. The Board of Directors shall have the authority 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.

### **Section 2. Qualifications of Members**

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

### **Section 3 Member Sections**

The Board of Directors on its own initiative may create member sections which shall operate within the framework of the corporation. The Board of Directors shall designate the purpose and activities of any member section it so creates. Such sections may, among other things, focus on particular structured information standards or families of standards. Membership in such member sections shall be open to any member of the corporation.

The members of each Member Section shall select the chair of such Section and establish the rules of procedure to govern such Section, provided, however, that such rules of procedure shall be approved in advance by the Board of Directors. Under these rules of procedure, the Member Section may engage in technical and marketing activities and spend funds allocated to the Member Section, provided, however, that such activities and expenditures 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 domestic non-profit corporation law. In addition, a Member Section shall be governed by those additional rules and regulations promulgated by the Board of Directors from time to time as may be applicable to Member Sections generally or to the Member Section in question. The Member Section shall report on its activities at least quarterly to the Board of Directors.

Every member may, at the time it joins or renews its membership in the corporation, join or renew its membership in a member section and allocate a portion of the membership fee it pays to the corporation to such member section. The maximum amount any member shall be allowed to so allocate shall be established by the Board of Directors.

#### **Section 4. Admission of Members**

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

#### **Section 5. 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 of Directors. 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 amount as may be determined from time to time by resolution of the Board of Directors.

#### **Section 6. Number of Members**

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

#### **Section 7. Membership Book**

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office 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 8. 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. Non-transferability of Membership**

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

## **Section 10. 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 or executive director 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 of Directors 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, the following procedure shall be implemented:**

- (i). A notice shall be sent 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 of Directors 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 of Directors 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 his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
- (iii). Following the hearing, the Board of Directors 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 unaccrued balance remaining for the period of the dues payment.

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

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

## **Section 12. 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 Domestic Non-Profit Corporation Law.

### **ARTICLE 13: MEETINGS OF MEMBERS**

#### **Section 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 of Directors.

#### **Section 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 3. Special Meetings of Members**

Special meetings of the members shall be called by the Board of Directors, the Chairperson 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 4. Notice of Meetings**

(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 executive director 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. Notice of a members' meeting or any report shall be given either personally or by mail or other means of electronic communication addressed to the member at the address of such member appearing on the books 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. . Notice shall be deemed to have been given in the time when delivered personally or deposited in the mail or sent by electronic mail or other means of written communication.

(c). Contents of Notice. Notice of a membership meeting shall state the place, date, time 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 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, 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 5. Quorum for Meetings**

A quorum shall consist of one third 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, 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 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 7. 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 vote. Election of Directors, however, shall be by ballot.

## **Section 8. Conduct of Meetings**

Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no Chairperson, by the President of the corporation or, in his or her absence, by the Vice Chair of the corporation or, in the absence of all of these persons, by a Chairperson 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 his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts' Rules of Order, 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 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 ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide a 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 4 (b) of this Article.

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. 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 written 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 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 pursuant to the provisions of the Pennsylvania Domestic Non-Profit Corporation Law.

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

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

Dated: (see original signature sheet, attached.)

### **AMENDMENTS AND APPROVALS**

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

### **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 Directors 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.