BYLAWS

of

TSANet, Inc.
A Delaware Not-For-Profit Corporation

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ARTICLE I
NAME AND OFFICES

Section 1.01. Name.

The name of the corporation shall be TSANet, Inc. (the "Corporation"). The name of the Corporation may be changed upon unanimous vote of the Board of Directors or by vote of the Membership, whose Members shall be eligible to vote only as provided in these Bylaws.

Section 1.02. Board of Directors.

The Board of Directors (the "Board") shall manage and direct the management and affairs of the Corporation. All corporate powers shall be exercised by or under the authority of the Board.

Section 1.03. Principal Office.

The principal office of the Corporation shall be located in Overland Park, Kansas. The principal office of the Corporation may be changed by a three-fourths (3/4) vote of the Board.

Section 1.04. Other Offices.

Branch or subordinate offices may be opened at any time by a majority vote of the Board at any place the Corporation is qualified to do business.

ARTICLE II
MISSION STATEMENT AND OBJECTIVES

Section 2.01. Mission Statement and Objectives.

The Corporation has been organized as a not-for-profit corporation organized under Delaware law to operate within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. The Corporation exists to improve customer satisfaction primarily in the technology industry worldwide by fostering continuous improvement in problem resolution for the mutual customers of Member (as defined below) companies and to contribute to the growth of the multi-vendor technology market. However, expectations are to address other industries as the organization grows. This is accomplished by:

(a) Reducing the time of resolution for multi-vendor system problems thereby reducing costs for both the customer and Member through:

- Eliminating finger-pointing between support organizations via adherence to the Code of Conduct, as published from time to time by the Corporation, and any other Relationship Addenda, codes, policies and guidelines.

- Exchange of pertinent information to isolate and solve mutual customer issues, with guidelines for confidentiality.

(b) Strengthening support service offerings to Members.

(c) Validating the multi-vendor environment and building customer confidence through:

- Advocating for technical support alliances ("TSAs") in the marketplace.
- Setting and managing customer and Member expectations.
- Reporting results.
- Evaluating performance.
- Proposing and evaluating activities.

(d) Establishing professional support practices and common measurements between support organizations through:

- Setting response times.
- Providing benchmarks for escalation procedures.
- Facilitating communication among support organizations.
- Facilitating customer communication.

(e) Establishing and maintaining a common definition for a "Technical Support Alliance" through:

- Defining common operational characteristics.
- Fostering common membership criteria.

(f) Reducing costs for formation of new TSANet Relationship offerings and attracting new Members to existing TSANet offerings.

(g) Enabling the industry to serve the new paradigm of emergent support practices required of global and international organizations by.

- Creating means for creating and facilitating International and-Multi-vendor Support to common customers
- Developing programs of education and training facilitating International and Global Support.
- Providing opportunities for the development and presentation of new programs to respond to the ever-changing demand for International and Global products and services.

- Communicating common industry practices to regional markets in which Members may operate.
- Responding to the identification of new product offerings and services by Membership requiring mutual customer support.

The Corporation supports the policy of competition served by antitrust and competition laws, uncompromisingly intends to comply with such laws, and commits to not taking actions that would restrain competition among and between its Members in violation of such laws.

ARTICLE III
MEMBERSHIP

The Corporation shall have Members. General Members, Limited Members and Affiliated Members are generally referred to in these Bylaws as "Members." All Members agree to abide by all applicable policies and procedures, including the applicable Code of Conduct and Addenda or guidelines applicable to any Relationship (defined below) or other membership offering of the corporation in which they participate. Without limiting the generality of the foregoing, each Member agrees to conform its activities to such policies, Addenda and guidelines as the Corporation may adopt or amend from time to time to comply with applicable antitrust and competition laws. The qualifications, obligations, rights and privileges of Members shall be as follows:

Section 3.01. General Members.

(a) General Qualifications. Businesses in the industry which provide multi-vendor mutual customer support are eligible to apply for membership in Corporation as "General Members." To become a General Member of the Corporation a company must qualify for membership and be accepted into the Corporation. To commence the applications process, a prospective member must complete and submit an application to the President's office. In such application, the applicant shall agree to abide by the provisions of these Bylaws, the Code of Conduct, and all applicable guidelines, policies and procedures. The application will be reviewed by the Membership Committee to determine if the company applying meets the requirements for Membership. Upon completion of the Board's evaluation of the prospective member's qualifications, and satisfaction of the incidents of membership, the prospective member will be informed of acceptance or denial of its application. If the application is denied, the Corporation shall not be required to inform the prospective member of the reasons for denial. Upon the Corporation's acceptance of a General Member, such General Member will further join into one or more appropriate Member relationships (each a "Relationship" or collectively "Relationships") depending on the services they wish to provide to other Members and their qualifications for participating in a defined Community. Participation in a Relationship shall be subject to any limitations or requirements as set forward in each addendum to the Code of Conduct ("Addenda" whether one or more) applicable to each Relationship to which Member agrees to be a participant.

Each General Member shall be a company duly qualified, and in good standing in such General Member's state of incorporation, if in the United States, or in the state, province or other political subdivision of the country of formation, as the case may be. Such General Member shall be duly authorized to transact the business and activities of a General Member in the Corporation through appropriate corporate action, and shall assume the duties and responsibilities of a General Member under these Bylaws, the Code of Conduct, Addenda, Relationship guidelines or policies applicable to any membership offerings, and TSANet procedures which are or may be adopted from time to time, as amended. Each General Member shall, as a part of the application, represent to the Corporation that it satisfies these membership criteria and any prerequisites to participate in each TSANet membership or group offering.

Section 3.02. Limited & Affiliated Members.

(a) General Qualifications. Users of the Corporation's services who do not otherwise qualify as General Members may apply for membership in the Corporation as "Limited" or "Affiliated" Members." Limited or Affiliated Members are limited in the services received and are non-voting members. Limited or Affiliated Members are hosted or sponsored into a relationship by a General Member and agree to participate within TSANet by joining into one or more appropriate Relationships that may be hosted by a sponsoring Member by agreeing to the specific Addenda applicable to the Relationship or Relationships in which Member participates, depending on the benefits they are capable of demonstrating that they have the capability to provide to participants in the hosted Relationship. The Limited or Affiliated Member shall also be required, as a condition of participation, to provide their qualifications for participating in a defined Relationship, which shall be subject to evaluation and approval by TSANet's President. Limited or Affiliated Members agree to abide by the provisions these Bylaws, TSANet guidelines, policies and procedures, including the Code of Conduct, Addenda specific to Relationships, and any guidelines applicable to a Relationship ("Relationship Guidelines") in which they participate.

Each Limited or Affiliated Member shall be a company duly qualified, and in good standing in such Limited or Affiliated Member's state of incorporation. Such Member shall be duly authorized to transact the business and activities of a Member in the Corporation through appropriate corporate action, and shall assume the duties and responsibilities of a Limited or Affiliated Member under these Bylaws, the applicable Code of Conduct and any related Addenda, TSANet guidelines, policies and procedures. Each Limited or Affiliated Member shall, as a part of the application, represent to the Corporation or the host of the relationship that it satisfies these membership criteria. In addition to the qualifications described in this sub-section above, a Limited or Affiliated Member shall satisfy the following criteria established for limited participation in the Relationship(s) described in Section 3.01(b) above, as may be amended by the General Members or the Board from time to time.

(1) Agree to adhere to and be bound by the applicable Code of Conduct and any Addenda applicable to each relationship in which Limited Member participates.

(2) Pay an annual Member fee or have the hosting company pay the annual Limited Member fee.

(3) Participate in a Relationship in conformity with the applicable Code of Conduct, any Relationship Addenda applicable to specific Relationships, and any Relationship Guidelines, or TSANet policies and procedures.

(b) Privileges of Limited or Affiliated Members. Privileges of Limited or Affiliated Members shall be defined in the Code of Conduct and/or Memorandum of Understanding ("MOU") between the Limited or Affiliated Member and its General Member hosting company. Each hosting General Member agrees that it shall not grant any rights which conflict with or contravene the limitations upon other Members imposed by these Bylaws, the Code of Conduct, Relationship Addenda, or any TSANet policies and procedures applicable to the Relationship(s) and in no event shall any sponsored or hosted Member Member take any act, or engage in any conduct which violates applicable laws.

Should the Code of Conduct or MOU for a specific Relationship not address privileges of Limited or Affiliated Members, then the following specific privileges are the default:

(1) Limited or Affiliated Members are not allowed voting powers outside specific relationship criteria as approved by the hosting General Member.

(2) Limited or Affiliated Members are not allowed to chair or participate in committees and/or projects unless approved by the Board.

(3) Limited or Affiliated Members are not allowed to participate in events unless approved by the Board.

(4) Limited or Affiliated Members are neither allowed to market TSANet Services nor allowed use of the TSANet Trademark. However, members may be allowed the use of a Member Trademark in conformity with the Trademark Usage Guidelines.

(5) Limited or Affiliated Members are not allowed to vote in Board elections.

(6) Limited or Affiliated Members are not allowed to vote on matters presented for consideration or approval to the Corporation's General Membership for vote.

(c) How Limited and Affiliated members Differ.

(1) Limited Members – Limited Members are hosted by a General Member and participate in one-to-one relationships. Each relationship is Customized by the host and participants adopt a specific relationship developed by the host company.

(2) Affiliated Members – Affiliated Members join an existing Open Group relationship and are sponsored by a General Member. The affiliated member operates under the terms of the Open Group relationship but only with the sponsoring member.

Section 3.03. Pricing of Member Services.

The pricing of Member services including annual dues and associated fees will be approved by a two-thirds (2/3) vote of the Board and published in a pricing manual made available to the Members. Such manual may be in writing or in electronic format, posted on the TSANet website. TSANet staff personnel will notify Members of changes via written or electronic correspondence within ninety (90) days of approval.

Section 3.04. Resignation.

Upon ninety (90) days prior written notice to the Board, any Member may withdraw from Membership and/or participation in the Corporation or any Relationship. All financial obligations to the Corporation incurred due to Membership and/or participation shall be or become due and shall be paid from the Member to TSANet at the time of resignation. No portion of the Member's annual dues shall be refunded upon resignation. Resignation shall not discharge the withdrawing Member from any responsibilities incurred by such Member arising from its membership in the Corporation prior to the later of receipt of i) notice of, or ii) the effective date of, such resignation.

Section 3.05. Suspension or Termination of Membership.

(a) General Members. The Board shall have the power, by a two-thirds (2/3) vote of the Board, to suspend a General Member for a period of time or to terminate membership of any Member for good cause. Good cause ("Cause") may consist of, but is not be limited to: violation of these Bylaws, failure to comply with the provisions of any Code of Conduct applicable to such General Member, or conduct that the Board in its sole discretion, deems detrimental to the best interest of the Corporation. For any Cause other than nonpayment of dues, a vote for removal of a General Member shall occur only after the General Member complained against has been advised of the complaint and given reasonable opportunity to be heard. Termination or suspension shall not relieve the General Member of any financial responsibility incurred to the Corporation prior to the date of such termination or suspension, and the obligations of any suspended General Member shall be continuing during any period of suspension through the date of termination or reinstatement. The Board may publish a notification of any and all disciplinary actions in the manner and time the Board deems appropriate.

(b) Limited or Affiliated Members. The Board shall have the power, upon a majority vote of the Board to terminate the membership or participation of any Limited Member or Affiliated at any time with Cause. For any Cause other than nonpayment of dues, a vote for removal of a Limited or Affiliated Member shall occur only after the Limited or Affiliated Member which has been complained against and the hosting General Member (if applicable) have been advised of the complaint. The President shall have the right, but not the obligation to give the hosting General Member (if applicable) and the

Limited or Affiliated Member which has been complained against a reasonable opportunity to respond to the complaint. Once the complaint has been heard, the President shall decide if the Limited or Affiliated Member shall be removed unless the Board, by two-thirds (2/3) vote determines, in its discretion, to reconsider the President's determination de novo. Termination or suspension shall not relieve the Limited or Affiliated Member of any financial responsibility incurred to the hosting General Member or to the Corporation in connection with the conduct giving rise to such termination or suspension, nor shall termination or suspension relieve the Limited or Affiliated Member from any financial obligations to the hosting General Member or the Corporation arising prior to the date of such termination or suspension. The obligations of any suspended Limited or Affiliated Member shall be continued during any period of suspension through the date of termination or reinstatement. The Board may publish a notification of any and all disciplinary actions in the manner and time the Board deems appropriate.

Section 3.06. Suspension or Termination from a Group Relationship.

Unless specified in the Addendum, the Board shall have the power to suspend and recommend termination or reinstatement of any Member of the Relationship to the Board. The Member complained against shall be advised of the complaint, and will be given a reasonable opportunity to be heard in the manner consistent with Section 3.05. The Members of the Relationship may publish notification of any and all disciplinary actions in the manner and time they deem appropriate, so long as in compliance with applicable laws, that a copy of such notice is provided in advance to the President, and that the President has not responded by requesting changes or modifications within five (5) days thereafter. The Host or Sponsor of a Group Relationship, whether one or more, may discipline, suspend or terminate members of a Group Relationship in the manner provided by Addendum, policy, procedure or guidelines applicable to such Relationship.

Section 3.07. Reinstatement.

The Board shall have the power, by a two-thirds (2/3) vote of the Board, to re-admit companies who have had membership suspended or terminated for any reason other than non-payment of dues. Former Members may reapply for membership in writing when the cause of suspension or termination has been corrected. The Board may, in its sole discretion, investigate if such cause has been corrected. If, upon such inquiry, the Board determines the former Member to be in compliance, the Board may, by a two-thirds (2/3) vote of the Board, reinstate that Member to full membership.

Section 3.08. Default on Dues and Termination of Membership.

Any Member in default in payment of dues for a period of sixty (60) days shall be notified of such delinquency and of suspension from membership. At the Board's discretion, some or all membership privileges and benefits will not be available while a Member is under suspension.

A Member whose membership is suspended for failure to pay dues may be reinstated if the dues are paid within one (1) year of the due date without formal review of a new application, provided the member otherwise meets the qualifications for participation as a Member in the

Corporation. After one (1) year, a suspended Member's membership shall automatically terminate and such former member must submit a new application, and be accepted into membership through the application and review process.

Section 3.09. Relationships.

New Relationships may be formed, and previously established Relationships dissolved, modified or terminated, and policies, procedures and guidelines adopted or revised, if the Board deems it appropriate. Unless otherwise specified by Addendum, Relationships may be modified, altered or repealed by a majority of the Members participating in the relationship.

Section 3.10. Code of Conduct.

The Board, by a two-thirds (2/3) vote of the Directors present at any Regular or Special Meeting duly held in accordance with these Bylaws, shall adopt one or more Code(s) of Conduct to govern Member relationships within any Relationship authorized by these Bylaws, and all Members, as a condition of participation in the Corporation, agree and covenant to be bound thereby. Each Code of Conduct so adopted may be modified, altered, or repealed (each a "Code Modification") from time to time by a majority vote of the Board of Directors**,** or by Host of a Custom Group, or by a majority vote of a non-Hosted Custom group via Addendum. In the event of a tie vote by the Board of Directors regarding any such Code Modification, the President shall be permitted to cast the deciding vote. Notice of a Code Modification shall be provided to the members in a relationship governed by Code or Addendum affected by such modification (each an "Affected Member"). Any Code Modification will be effective upon ninety (90) days notice for Open Groups and notice as mutually agreed for non-hosted Custom Groups. Affected Member may either i) continue in membership and participation in TSANet under the terms as so amended or modified, or ii) notify the TSANet President within thirty (30) days of Member's election to terminate its membership in TSANet, or its participation in the relationship which has changed as a result of the Code Modification.

Section 3.11. Modifications and Notice of Changes to Codes and Addenda.

As between Affected Members to a relationship Addendum with the exclusion of Open Group Relationships, such members may agree by Addendum to limit or extend the protections respecting confidentiality afforded each member which is a party to that Addendum. No Member shall have the right to make unilateral changes to a Code or Addendum, unless such change follows the process for modification or amendment specified in such Code or Addendum. This shall not, however, limit the authority of the designated Host(s) of a relationship to modify or amend the Code or Addendum applicable to such relationship upon notice of such change to each Affected Member in the manner provided in Section 3.10. No Member shall otherwise change or modify the confidentiality provisions by Code or Addendum in a manner which diminishes the protection of confidentiality of information or data of another member of TSANet which is not a party to the applicable Addendum.

ARTICLE IV
MEETINGS OF MEMBERS

Section 4.01. Annual Business Meeting.

The Corporation shall hold an Annual Membership Meeting which shall be open to all General Members, Limited Members and invitees of the Corporation. The details and date(s) of the meeting shall be determined by the Board. The Board shall announce to the General Members the date and details of the Annual Business Meeting by notice given in accordance with Section 4.02 of these Bylaws. If the Annual Meeting is canceled, it must be rescheduled by notice given within thirty (30) days after notice of the cancellation, and conforming with Section 4.02.

Section 4.02. Notice of Meetings.

Written notice of membership meetings of the Corporation where official business of the Corporation is to be transacted shall be mailed (including mail by electronic device) to each General Member not less than thirty (30) days before the date of the meeting, except as set forth in Sections 4.01, 4.03 and 4.04.

Section 4.03. Special Membership Meetings.

Special Membership Meetings may be called by the Board at any time or in conjunction with the Annual Business Meeting. Such Special Membership Meetings may be called for by the General Members as a whole or the General Members specific to any Relationship authorized under these Bylaws. Upon receipt of a written request for a Special Membership Meeting by more than ten percent (10%) of the General Members, the Chairperson of the Board shall, within a reasonable time of the receipt of the request, call a Special Membership Meeting. The General Members shall receive not less than ten (10) days notice of such Special Membership Meeting by mail (including mail by electronic device).

Section 4.04. Voting.

The Board may submit matters of business to the General Members for voting by mail, in person, electronic device or other means designated by the Board. At least fifty-one percent (51%) of the General Members are required to vote to constitute a quorum at all meetings of the General Members. Except as otherwise provided by law, if at least fifty-one percent (51%) of the General Members cast a vote, then a majority vote of the General Members casting a vote shall be required for the matter to pass.

Section 4.05. Proxy.

Each General Member may, in addition to any means provided in Section 4.04, vote by proxy, provided that prior to exercising a Member's right to vote by proxy under this Section 4.05, such Member shall have advised the Board Chairman or the President of the Corporation in writing of the Member's election to exercise the right to vote by Proxy, and provided further that such writing i) be received by the Board Chairman or the President more than twenty four (24) hours prior to the time designated for a vote on such matter and is not revoked prior to such time; ii) makes reference to the matter to be voted upon, and iii) identifies the party to whom the right

to vote by exercise of the proxy is given. No general proxy shall be given for other than a specific purpose, and the Corporation, its President and Board shall in all events be entitled to rely on the writing so received.

ARTICLE V
BOARD OF DIRECTORS

Section 5.01. Powers.

The affairs of the Corporation shall be governed by the Board and the Executive Committee as provided herein. The initial members of the Board named in the Corporation's Articles of Incorporation shall serve for their designated term. Thereafter the initial members of the Board shall resign, and the Board shall be comprised of natural persons who are designated to serve on behalf of the General Member holding such Board seat by virtue of these Bylaws (each such member of the Board, a "Director"). While a General Member has the right to designate a Director to serve on the Board, such General Member must allow such Director discretion to make reasonable business decisions on behalf of the Corporation without General Member approval. The Board shall have the following powers:

(a) Govern, direct and control the affairs of the Corporation, including, but not limited to, its committees, meetings, events and publications.

(b) Determine the policies and procedures to be used by the Corporation and any changes thereto and make such rules and regulations as they deem proper.

(c) Raise funds for the Corporation.

(d) Supervise the disbursement of the Corporation funds.

(e) Actively drive the Corporation's stated mission and objectives.

(f) Appoint and remove the President of the Corporation, determine his or her powers and duties, and fix his or her compensation.

(g) Determine membership requirements, dues and terms.

(h) Discipline General Members, Limited Members, Affiliated Members and any applicable private Relationship participants in a manner consistent with these Bylaws, and applicable laws and each applicable Code of Conduct (whether one (1) or more).

(i) Any other powers ascribed to the Board in other sections of these Bylaws.

Section 5.02. Board of Director Qualifications.

Each General Member shall perform its responsibilities of Board participation through a Director who is a natural person, duly authorized and designated by the General Member to perform such duties and responsibilities. A prospective Director must meet the following criteria before considered for election as a member of the Board of Directors:

(a) The Director/Member Company must maintain membership in all three TSANet regions (Americas, EMEA, APAC)

(b) Hold a prominent position and have a prior commitment from the General Member to permit such natural person for the period of such Board participation, to devote such time as may be reasonably required to direct the affairs of the Corporation's business, and its membership activities

(c) Have discretion to make reasonable business decisions and direct TSANet programs on a global scale on behalf of the Corporation without such General Member approval.

(d) Have a good understanding of the Corporation and its activities.

(e) Promote the use of the Corporation and its activities within their organization.

(f) Actively participate and attend business meetings and conference calls of the organization.

Section 5.03. Number and Qualifications of Directors.

Following the expiration of the terms of the members of the initial Board, the authorized number of Directors of the Corporation shall be eleven (11); provided however that the President shall at all times serve as an ex officio member of the Board of Directors, an additional member of the Board. The ex officio member shall be a non-voting member except as otherwise provided herein.

The Board may choose to change the number of Directors as provided below, but the Board shall not be comprised of less than three (3) nor more than fifteen (15) without the 2/3 majority vote of all sitting Directors. Notwithstanding these criteria, the Corporation shall endeavor to never have less than nine (9) members.

A two-thirds (2/3) majority of the Board can vote to increase the number of Directors on the Board and may change the composition of the geographical representation thereof. In addition, the Board may in its discretion declare a vacancy if Member's operations change region, or in the event of the death, disability or separation from service of the Member's natural person serving as the Board's representative. In such event, the Executive Committee shall nominate and appoint a successor.

Section 5.04. Executive Committee.

The affairs of the Corporation shall be managed by an Executive Committee of the Board comprised of five (5) Members who meet the qualifications for Executive Committee membership. The Executive Committee shall be constituted and authorized as provided in Section 8.03.

Section 5.05. Term and Office.

Initially, the Directors succeeding the initial Board shall be nominated to staggered terms, three (3) of which shall be comprised of one (1) year terms, not less than three (3) nor more than four (4) of which shall be comprised of two (2) year terms, and not less than three (3) nor more than four (4) of which shall be for terms of three (3) years. Thereafter, each Director shall serve a three (3) year term from the date of his or her re-election. A Director may serve for a consecutive period that extends from the initial appointment, one (1) three (3) year renewal term (the "Qualifying Term"). A Director who has served for the Qualifying Term can be renominated or appointed to serve on the Board only after vacating office for a period of one (1) year unless such Director becomes designated as the natural person by another General Member in whose employ such former Director is charged with performing the functions of as the General Member's substituted board representative under Section 5.06.

Section 5.06. Multiple Representatives Prohibited.

A General Member shall have the right to be represented by no more than one (1) Director occupying a seat on the Board at any time. In the case of an acquisition, merger or other reorganization (a "Qualifying Event") occurring between two (2) or more Members each represented on the Board, the surviving entity shall have the right and obligation prior to the effective date of the Qualifying Event to designate one (1), but only one (1) natural person to serve as a Director on the Board following such Qualifying Event for the combined Member. The surviving Member company shall designate which one (1) of the Board representatives shall continue to represent the surviving Member following the Qualifying Event. If such Member does not so designate its representative prior to the effective date of the Qualifying Event, then the Director(s) of the predecessor Member(s) shall be subject to removal by the majority vote of the remaining Directors. In the alternative, prior to the effective date of the Qualifying Event, the surviving General Member company may determine that one (1) natural person holding an acquired General Member(s) Board of Directors seat shall continue to represent the combined entity that is the survivor, in which instance the natural person shall relinquish its existing board position. Thereafter, the acquired or merged General Member's representative on the Board may complete the term to which he or she was elected. If the merged General Member's representative does not remain on the Board after the consummation of the merger, the remaining seat on the Board shall immediately deemed to be vacated, and such vacancy shall be filled as provided in Section 5.11. General Member companies, and their representatives on the Board may be exempt from required removal and the creation of a vacancy if the remaining Directors who are not the subject of a Qualifying Event, determine by majority vote that the predecessor General Member company may maintains its full membership status and that such General Member can be defined as a separate and distinct operating organization or division of the combined or acquiring entity.

Section 5.07. Nomination and Election of Directors.

The annual election of the Board will take place no later than July 31 in each calendar year. To enable such election, the Nominating Committee shall nominate General Members entitled to designate natural person representatives to serve as Directors. Such nominations shall be from the General Membership. The Nominating Committee shall exercise such further powers and authority as may be delegated to the Nominating Committee by the Board, or the Executive

Committee. The Nominating Committee shall be comprised of the Executive Committee plus any one (1) of the General Members (if not a member of the Executive Committee) entitled to vote in any matter or proceeding at the time the Nominating Committee is constituted to provide recommendations to fill any vacancy, or to appoint any new member to the Board of Directors or Executive Committee.

Section 5.08. Solicitation of Votes.

The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to General Members the nominee's qualifications and reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and opportunity for all General Members to choose among the nominees.

Section 5.09. Use of Corporate Funds to Support Nominee.

No funds of the Corporation may be expended to support or advance the nomination of a nominee for positions on the Board or any Committee.

Section 5.10. Election of Board Members.

The date of the annual Board elections shall be set by the Nominating Committee and approved by the Board. Elections shall be held by mail, in person, electronic device or other means designated by the Board, with a ballot sent to each General Member representative (one (1) per General Member) at the address shown in the Corporation's database. Each General Member shall have one (1) vote for each seat that is open. **Cumulative voting shall be permitted.** The voting rights of a General Member may not be delegated to another General Member nor may they be exercised by proxy or absentee ballot.

The vote will be tabulated by the Nominating Committee and presented to the Board. The candidate(s) receiving the highest number of votes for each open position on the Board shall be declared elected to the Board of Directors. The President shall resolve any ties that result from a special vote of all General Members.

Section 5.11. Vacancies.

When a vacancy occurs on the Board, the General Member will maintain the seat on the Board if a candidate from the General Member (1) is recommended and meets the qualifications set forth in Section 5.02 of these Bylaws, and (2) is accepted by a two-thirds (2/3) vote of the remaining members of the Board. If the General Member holding the seat on the Board does not submit a candidate, the Chairperson shall, in consultation with and approval by the remaining members of the Board, either appoint a replacement or permit an election to fill the vacant seat by the General Members consistent with election of Directors under this Article 5 for the balance of the vacated term. In the event of a tie vote by the Board regarding approval of this election process, the President as ex officio member shall be permitted to break the tie by casting the deciding vote.

Section 5.12. Meetings of the Board and Quorum.

A regular meeting of the Board shall be held no less than three (3) times per administrative year. Notice and agenda shall be given to each member of the Board not less than thirty (30) days before the meeting is held. Special meetings may be called by the Chairperson or at the request of a majority of the members of the Board. A special meeting may be called with seventy-two (72) hours notice. A majority of the voting members of the Board must be present, or participate by electronic device in the manner set forward in Section 5.13 to represent a quorum. Unless otherwise provided herein, a vote of a majority of the Directors present at a meeting and eligible to vote shall be a valid action of the Board. In the event of a tie vote by the voting members of the Board, the President as ex officio member shall be permitted to break the tie by casting the deciding vote.

Section 5.13. Electronic Participation.

One or more Directors and ex officio members may participate in the meeting via telephone or video conference or other electronic media that allows all Directors and ex officio members to hear and speak to one another or to communicate effectively by alternative equivalent means. Such participation shall constitute participation as if present in person at the meeting.

Section 5.14. Forfeiture of Office Due to Absence.

An elected Director who is absent for two (2) consecutive regular Board meetings during a single administrative year may be removed from the Board by a two-thirds (2/3) majority of the remaining Directors. If removal is approved, the vacant seat shall be filled by a two-thirds (2/3) majority of the remaining Directors. The Board shall consider each absence as a separate circumstance and may waive the absence by a majority vote of the remaining Directors.

Section 5.15. Authority to Indemnify Directors; Third Party Actions.

The Corporation will indemnify any Director or ex officio member of the Board who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact he or she is or was an authorized representative of the Corporation (which, for the purposes of this Section shall mean a Director, officer, employee or agent of the Corporation, or a person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, person, partnership, joint venture, trust or other enterprise) against judgments, fines, amounts paid in settlement and reasonable expenses (including attorneys' fees) incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that no indemnification shall be made in connection with any proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person was adjudged liable on the basis that he or she derived an improper personal benefit.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 5.16. Authority to Indemnify Directors; Derivative Actions.

The Corporation shall indemnify any Director or ex officio member of the Board who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was an authorized representative of the Corporation, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation or in connection with any other proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person was adjudged liable on the basis that he or she derived an improper personal benefit.

Section 5.17. Employees and Agents.

To the extent that an authorized representative of the Corporation who neither was nor is a Director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 5.15 and 5.16 above or in defense of any claim, issue or matter therein, he or she may be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith. Such an authorized representative may, at the discretion of the Board, be indemnified by the Corporation in any other circumstances to any extent the Corporation would be required by Sections 5.15 and 5.16 above to indemnify such person in such circumstances to such extent if he or she were or had been a Director or officer of the corporation.

Section 5.18. Procedure for Effecting Indemnification.

Indemnification under Sections 5.15, 5.16, or 5.17 above may be made when ordered by a court or shall be made in a specific case upon a determination that indemnification of the authorized representative is required or proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 5.15 or 5.16 above. Such determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

If a claim under Sections 5.15, 5.16 or 5.17 is accepted by the Corporation but not thereafter paid in full by the Corporation within ninety (90) days after such determination by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. It shall be a defense to any such action (other than an action brought to

enforce a claim for expenses incurred in defending any action, suit or proceeding in advance of its final disposition where the undertaking and determinations necessary for advancing expenses have been made) that the claimant has not met the standards of conduct which make it permissible for the Corporation to indemnify the claimant for the amount claimed.

Section 5.19. Advancing Expenses.

Expenses (including attorneys' fees) incurred by a person that may be indemnified under the provisions of this Article, in defending a civil or criminal action, suit or proceeding, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of:

(a) An undertaking by that person or on that person's behalf by an authorized representative to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as required in this Article or authorized by law;

(b) The person furnishes to the Corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Sections 5.15 and 5.16 above, and;

(c) A determination is made that the facts then known to those making the determination under Section 5.18 above would not preclude indemnification as provided by this Article.

Section 5.20. Insurance Against Liability Asserted Against Directors, Officers, and Authorized Representatives.

The Corporation, whenever so authorized by the Board, may purchase and maintain insurance on behalf of any authorized representative (which, for the purposes of this Article shall mean a Director, officer, employee or agent of the Corporation, or a person who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, person, partnership, joint venture, trust or other enterprise) against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the corporation would be authorized or required to indemnify him or her by law or this Article.

Section 5.21. Appeals to the Board of Directors.

Any General Member may appeal to the Board a decision made at the operational level. The Board is the final tribunal within the Corporation, and shall make its determinations in accordance with the policies and procedures adopted by the Board then in effect.

Section 5.22. Compensation and Reimbursement.

Directors will receive no compensation for their services, but may receive such reimbursement of expenses, as may be determined by a resolution of the Board of Directors to be just and reasonable at the time the resolution is adopted.

ARTICLE VI
OFFICERS

Section 6.01. Appointment and Term of Office.

The elected representatives of the Corporation shall be a Chairperson, a Vice Chairperson, a President, a Secretary, and a Treasurer. The Chairperson, Vice Chairperson, Secretary and Treasurer of the Corporation shall be elected by the Board from among the Directors and shall serve a term of one (1) year. After the initial selection of the Chairperson or Vice Chairperson, a Director may not hold the office of Chairperson or Vice Chairperson until he or she has been a Director for six (6) months. All officers are elected by a majority vote of the Board and serve until their successors have been duly elected and assume office. Other than the President, no officer shall serve more than two (2) consecutive terms in the same office.

Section 6.02. Nomination and Election of Officers.

Six (6) months after the election of the initial officers, the Chairperson shall appoint a Nominating Committee which will be chaired by the Vice Chairperson and shall consist of at least two (2) members of the Board who are not officers. Election of officers shall be held under the direction of the Chairperson at the next regular meeting of the Board, in accordance with the policies and procedures established by the Board. All Directors may cast one (1) vote. Two-thirds (2/3) of the members of the Board must vote for the election to be effective. A member of the Board who has been excused from the meeting may deliver his or her vote to the Chairperson in writing (including delivery by electronic media). Officers are elected by a majority of the votes of the Directors. Tie votes that cannot be broken through additional rounds of voting by ballot will be resolved by the President.

Section 6.03. Duties of the Chairperson.

The Chairperson shall be the chief elected representative of the Corporation and shall have the following duties:

(a) Serve as the Chairperson of the Board, call and preside at all meetings of the Board, the Corporation's Members and the Executive Committee, and determine the order of business and the procedure at such meeting, including the regulation of the manner of voting and the conduct of business.

(b) Act as the Corporation's chief liaison with the President to establish the Bylaws, Business Plan, and operational procedures for the Corporation.

(c) Work with the President to ensure that all administrative processes are in place to serve the membership of the Corporation.

(d) Construct formal statements and responses regarding matters of importance to the Corporation.

(e) Appoint committee chairperson(s) for projects authorized by the Board.

(f) Perform duties as prescribed by the Board.

(g) Perform the duties of Chair of the Executive Committee.

Section 6.04. Duties of the Vice Chairperson.

The Vice Chairperson of the Corporation shall serve under the general direction of the President and have the following duties:

(a) Serve as Chairperson in the event the Chairperson is absent, disabled, or unable to serve.

(b) Work with the committee chairperson(s) appointed by the Chairperson to organize those committees and encourage participation from the General Membership and membership at large.

(c) Establish committee reporting format, frequencies and key milestones with the committee chairperson(s).

(d) Establish and oversee a General Membership drive for the Corporation.

(e) Serve on the Executive Committee.

(f) Perform duties prescribed by the Chairperson or Board.

Section 6.05. Duties of the President.

The President of the Corporation shall perform the duties listed in Section 7.02.

Section 6.06. Duties of the Secretary.

The duties of the Secretary of the Corporation shall be to:

(a) Record proceedings of meetings of the Corporation's Members, the Board and the Executive Committee. In the absence of the Secretary at such meetings, the Chairperson shall designate any individual present at such meeting to act as Secretary of such meeting.

(b) Work with the Chairperson and the administrative staff to ensure that accurate records are kept.

(c) Keep and publish an accurate historical record of all significant events of the Corporation.

(d) Work with the Chairperson to ensure that all meetings have an established agenda and ensure that Directors have the agenda in time to prepare for the meeting.

(e) Serve on the Executive Committee.

(f) Perform duties as prescribed by the Chairperson or Board.

Section 6.07. Duties of the Treasurer.

The duties of the Treasurer of the Corporation shall be to:

(a) Direct the establishment of proper accounting procedures for the Corporation's funds.

(b) Provide that all membership dues and assessments are properly collected and that all of the Corporation's funds are properly managed.

(c) Advise the Board regarding finances of the Corporation.

(d) Report on the financial condition of the Corporation at all meetings of the Board and other times when called upon by the President.

(e) Oversee performance of the annual audit by a certified public accounting firm.

(f) Oversee the preparation of the annual financial report that will be presented to the Corporation's Members.

(g) Serve on the Executive Committee.

(h) Perform duties as prescribed by the President or Board.

Section 6.08. Removal and Resignation of Officers Other than the President.

All officers or representatives other than the President may be removed for cause by a two-thirds (2/3) vote of the Directors at any regular or special meeting of the Board. Cause for removal includes, but is not limited to, behavior or statements detrimental to the Corporation or failure to attend three-fourths (3/4) of the scheduled meetings in a twelve (12) month period or failure of the officer's General Member entity to maintain valid membership in the Corporation.

Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect as of the receipt of such notice or at a later time specified therein. The acceptance of such resignation shall not be necessary for it to be effective.

Section 6.09. Vacancies.

All vacated seats other than the President's seat shall be filled from current Directors except that new Directors are excluded from holding the office of Chairperson or Vice Chairperson for six (6) months.

If the Chairperson vacates office, the Vice Chairperson shall preside over a special election for the new Chairperson by the Board unless the vacancy occurs after the election of the following year's officers but before the November officer election. In that instance, the Chairperson-elect

will assume the office for the remainder of the term. This time in office will not count against the two (2) term rule.

All other vacated seats other than the President's seat shall be filled by appointment by the Chairperson, subject to ratification by vote of the Board of Directors. If the vacancy occurs before the election of the following year's officers, the appointment counts as serving one (1) full year in the office. If the vacancy occurs after the election of new officers, the elected officer shall be appointed for the remainder of the term and this time will not count against the two (2) term rule.

ARTICLE VII
PRESIDENT & EXECUTIVE STAFF

Section 7.01. Selection and Appointment of President.

The President shall be a full time employee of the Corporation. He or she will be a non-voting ex-officio member of the Board and the Executive Committee. Except as otherwise provided herein or under specific Board direction, the President shall perform the duties listed in Section 7.02.

(a) The selection criteria for the President shall include, but not be limited to, the following:

(1) Possess demonstrated skills and ability to create and manage a not-for-profit organization.

(2) Strong administrative and financial management background to help build the Corporation and hire the additional personnel needed to sustain the Corporation.

(3) Demonstrated ability to handle press and industry relations.

(4) Proven management record in handling staff and projects.

(5) Complete understanding of and dedication to the goals and objectives of the Corporation.

(b) Appointment of the President shall occur when:

(1) A majority of the voting members of the Board has approved the compensation level for the candidate;

(2) All officers have interviewed and/or approved the candidate; and

(3) A complete reference check by the Chairperson or his designee has been conducted.

Section 7.02. Duties of the President.

The President is selected to direct the organization of the Corporation to ensure that it is certified as a not-for-profit organization and to create the framework for growth and long-term viability of the Corporation. The President will take direction from the Chairperson and other officers, who may provide direction to the President in matters appropriate to their areas of responsibility. The duties of the President shall include:

(a) In the absence of both the Chairperson and the Vice-Chairperson, to serve as Chairperson at meetings of the Board, the Corporation's Members and the Executive Committee.

(b) Work with the Treasurer and Budget and Finance Committee to formulate a two (2) year budget that will sustain the Corporation and provide the funds for the growth and expansion of the Corporation.

(c) Develop the administrative and financial systems to service the needs of the members.

(d) Act as the Corporation's spokesperson to the press and the industry.

(e) Hire and train administrative staff. Establish compensation and performance criteria for the staff with approval by the Board.

(f) Develop a schedule and milestones for the accomplishment of the duties outlined and subject to the approval of the Board.

(g) Have signatory authority over funds approved by the Budget and Finance Committee and the Treasurer. Non-budgeted spending must be approved by the Board.

(h) Perform other duties as required by the Board.

(i) Lead the membership drive under the direction of the Vice Chairperson.

Section 7.03. Contract and Performance Measurement.

The President and the Chairperson shall meet and establish the yearly goals for the President. The goals shall include milestones and check points that coincide with scheduled Board Meetings on at least three (3) occasions per year. The President shall present progress against those milestones at each meeting and any recommended milestone changes for the next meeting. The Board will then approve or modify the changes with the President. Milestones can be changed based upon circumstances or the changing needs of the Corporation. These changes must be approved by a majority vote of the Board.

Section 7.04. Removal from Office.

The President serves at the pleasure of the Board and may be removed from office by two-thirds (2/3) majority vote of the Board of Directors with or without cause. Cause includes, but is

not limited to, consistent failure to meet stated goals and objectives, conduct or statements detrimental to the Corporation, and conflicts of interest.

Section 7.05. Hiring of Staff, Consultants, and Part Time Employees.

The President shall hire staff positions for the Corporation after the job descriptions, proposed compensation and budget for the positions are approved by the Board.

The President shall contract for consultants and other part-time help after obtaining Board approval for the work to be performed and the funds budgeted. He or she shall be responsible for evaluating performance of all employees and consultants in writing to the Board of Directors.

Section 7.06. Conflicts of Interest.

The President position will be a full-time position with appropriate compensation. The President shall have no undisclosed conflicting business interests. The Corporation shall do no business with companies in which the President holds any financial interest. However, this does not preclude any Member or individual from such business association.

ARTICLE VIII
COMMITTEES OF THE BOARD OF DIRECTORS

Section 8.01. Charter and Duties of the Committees.

Committees of the Board will into fall into two (2) basic categories: Standing Committees (Section 8.02) and Working and/or Advisory committees (section 8.06). Board members may be required to sponsor a committee as part of their commitment to serve on the Board. All working and advisory committees are formed to provide strategic direction to the staff and consultants of the Corporation. In general, the staff and consultants will perform all or most of the implementation of projects and developments under the committee structure.

The Standing Committees defined under Section 8.02 are required committees under these Bylaws. Working and Advisory Committees as outlined in this document serve as examples. The Corporation is not limited in the forming of working or advisory committees to set direction for specific needs or programs of the Corporation's membership.

Any action which is required to be or may be taken at a meeting of any committee may be taken without a meeting if consents in writing (including electronic media), setting forth the action so taken, are signed by all of the members of the committee. Consents may be executed in several counterparts and delivered electronically as directed by the President or Chairperson sending such consent. Written consents shall have the same force and effect as a unanimous vote at a meeting duly held.

Section 8.02. Standing Committees.

Standing Committees are required by these Bylaws to conduct the Corporation's business and manage the Corporation's operations and governance. The Board shall have the following standing committees:

(a) Executive Committee.

(b) Nominating Committee.

(c) Membership Committee.

Section 8.03. Executive Committee.

The Executive Committee shall be chaired by the Chairperson and shall be comprised of the Chairperson, the Vice Chairperson, the President, the Secretary and the Treasurer. The qualifications of the members of the Executive Committee are set forth in Section 5.04.

The Executive Committee shall oversee the development and implementation of the Corporation's Executive office and oversee the development of the strategic direction of the Corporation. The Executive Committee also serves as final authority on proper escalation procedures and may implement any disciplinary action on members or participants who are not abiding by the Code of Conduct, Addenda, policies, procedures and guidelines or providing cooperative support in the spirit of the TSANet-mission statement.

In addition to these duties, the Executive Committee shall have responsibility to vet all nominations for the Board, taking into consideration the following:

- Control over strategic implementation of global programs and budget;
- Global responsibility and authority for support business operations, processes or programs;
- Authority and ability to make at least one (1) international meeting each year;
- Understanding of local markets and opportunities;
- Membership participation;
- The desire of the Board to endeavor to have board composition with a minimum of one (1) director from each region based on objective criteria established by the Nomination Committee.

The Executive Committee shall use its discretion to develop the Ballots for each election accordingly.

The Executive Committee shall further oversee the financial areas of the Corporation's business. The financial duties of the committee shall include:

(a) Advising the Board regarding the finances of the Corporation.

(b) Working with the President to develop and approve the yearly budget.

(c) Performing quarterly reviews of the budget and approving changes required to meet the goals and objectives of the Corporation.

(d) Reviewing and approving the accounting and financial system established by the President and his or her staff.

(e) Making recommendations for the selection of a Certified Public Accounting firm.

(f) Making recommendations to the Board on investment of the Corporation's funds.

(g) Performing other duties in connection with finances of the Corporation as required.

Section 8.04. Nominating Committee.

The Nominating Committee shall be constituted as set forth in Section 5.07. The duties of this committee are to:

(a) Select candidates for the offices of Chairperson, Vice Chairperson, President, Secretary and Treasurer of the Corporation. The candidates are to be presented to the Board at the quarterly meeting.

(b) Solicit qualified nominees for the Board and the Executive Committee from the General Members.

(c) Develop a slate of nominees for election to the Board and/or the Executive Committee.

(d) Conduct a mail ballot of the General Members to select new Directors.

(e) Govern all electioneering and campaigning activities.

The Nominating Committee shall place in nomination one (1) or more qualified candidates for each vacancy on the Board of Directors. Additional candidates may be added to the ballot if a petition is received by the Nominating Committee signed by at least twenty percent (20%) of the General Members nominating any one (1) qualified candidate more than ten (10) days prior to the election.

Section 8.05. Membership Committee.

The duties of the Membership Committee shall include working with the President on the development of a membership program and to assist the President in recruiting new members. The committee will also be responsible for gaining the assistance of the general TSANet ~~Global~~ membership in recruiting new members. Recruitment includes trade show representation and other means developed by the President and the Membership Committee.

Section 8.06. Working and Advisory Committees.

To benefit the membership and advance the not-for-profit goals and objectives of the organization, the Board may establish Working and Advisory Committees. The Working and Advisory Committees may include, but are not limited to the following:

(a) Training and Education Committee

(b) Information Systems Committee

(c) Marketing Committee

(d) Program Development Committee

(e) International Committee

Upon commissioning of a new committee, the chairperson of that committee will present the charter, working philosophy and budget requirements of that committee to the board for approval. Duration of existence and duties of these committees will be determined by the Board to meet the needs of the membership. The duties of these committees can be changed by a vote of the board or the committee dissolved when the project(s) of the committee have been completed. These committees may be implemented by the staff of the Corporation.

Section 8.07. Training and Education Committee.

Members of the Training and Education Committee shall be appointed by the Board of Directors to establish a training and education plan for all Members of the Corporation.

Section 8.08. Information Systems Committee.

Members of the Information Systems Committee shall be appointed by the Board of Directors to establish an information system for the Corporation.

Section 8.09. Marketing Services Committee.

The duties of the Marketing Services Committee shall include working with the President and staff on the development of a marketing services program(s) to provide greater value to the Members.

Section 8.10. Program Development Committee.

The duties of the Program Development Committee shall include working with the President and staff on the development of new services to provide greater value to the Members.

Section 8.11. Regional Services Committee.

The duties of the Regional Services Committee shall include working with the President and staff on the development of global plans and services program(s) to provide greater value to the Members.

ARTICLE IX
DISSOLUTION

Section 9.01. Dissolution.

The Corporation shall use its funds only to accomplish the objectives and purpose specified in these Bylaws and no part of the Corporation's funds shall be distributed to Members. Upon dissolution of the Corporation, funds and/or assets remaining shall be distributed to such other non-profit corporations or organizations as the Board determines are in need of such funds and/or assets provided their tax-exempt status is verified.

ARTICLE X
RULES OF ORDER

Section 10.01. Rules of Order.

The rules contained in the latest edition of ROBERT'S RULES OF ORDER shall govern the conduct of all meetings of the Corporation in cases where applicable and where consistent with these Bylaws. In the event of any inconsistency between these Bylaws and ROBERT'S RULES OF ORDER, the provisions of these Bylaws shall govern.

ARTICLE XI
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 11.01. Contracts.

The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

Section 11.02. Checks, Drafts, etc.

All checks, drafts, orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination of the Board, such instrument shall be signed by the President.

Section 11.03. Deposits.

Funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board may designate.

Section 11.04. Gifts.

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XII
BOOKS AND RECORDS

Section 12.01. Books and Records.

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board.

Section 12.02. Electronic Communications.

Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be "written," "in writing" or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be "signed" or "or executed" by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document.

ARTICLE XIII
FISCAL YEAR

Section 13.01. Fiscal Year.

The fiscal year of the Corporation shall be the twelve (12) month period ending on the last day of December.

ARTICLE XIV
WAIVER OF NOTICE

Section 14.01. Waiver of Notice.

Whenever any notice is required to be given under the provisions of law, or the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV
AMENDMENTS TO BYLAWS

Section 15.01. Amendments to Bylaws.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted as follows:

(a) by a simple majority vote of all General Members in good standing; or

(b) by a two-thirds (2/3) majority vote of the Board.

If the proposed changes to these Bylaws are made by a General Member, then the proposed amendment shall be submitted to the Chairperson at the Corporation's headquarters office, and the Chairperson, in consultation with the Board, may propose any change to these Bylaws for submission to either the Membership or for Board vote.

If the proposed changes to these Bylaws are submitted to the Board for a vote, then such amendment to these Bylaws may be approved by a two-thirds (2/3) majority vote of the Board at any regular or special meeting of the Board, so long as notice of the proposed change is given to the Board in the notice of such Regular or Special Meeting of the Board and approved as provided herein.

If any amendment to these Bylaws is adopted by the Board, such amendment(s) will be distributed by the Chairperson to the General Members. The Chairperson may also, if deemed appropriate by the Chairperson or a majority of the Board present or participating by phone at any such meeting called for this purpose, distribute a copy of the amendment(s) to the Limited Members or applicable program participants. If within ten (10) days of distribution of such approved amendment by the Board, the Chairperson receives a written Special Membership Meeting request signed by General Members constituting more than ten percent (10%) of the General Membership, the Chairperson shall notice a Special Membership Meeting of the General Members to dispute such amendment to the Bylaws. To terminate or modify the amendment to the Bylaws approved by the Board shall require the affirmative vote of a sixty percent (60%) majority of the General Members.

If the proposed changes to these Bylaws are in the alternative, submitted to the General Membership for a vote, then such amendment to these Bylaws may be approved by a fifty-one percent (51%) majority vote of the General Membership participating at any Regular or Special Membership Meeting of the General Membership, so long as notice of the proposed change is given in the notice of such Regular or Special Membership Meeting and a quorum was present. If any amendment to these Bylaws is adopted by the General Membership, such amendment(s) will be distributed by the Chairperson to the General Members. The Chairperson may also, if deemed appropriate by the Chairperson, distribute the amendment to the Limited Members or applicable program participants.

Limited Members and Affiliated Members shall not be entitled to vote on amendments to these Bylaws.