



## Appendix A – PLM World Bylaws – Updated February, 2 2017

### AMENDED & RESTATED

### BYLAWS OF PLM World, Inc.

#### ARTICLE I NAME AND PRINCIPAL OFFICE

**Section 1. Name.** The name of this nonprofit Corporation is PLM World, Inc. (the “Corporation”).

**Section 2. Registered Office.** The registered office of the Corporation shall be in Minnesota. The Corporation may have such other offices either within or without Minnesota as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

#### ARTICLE II MEMBERSHIP

**Section 1. Members and Qualification.** The Membership of the Corporation (the “Members”) shall consist of and be open to individuals, whose interests are consistent with the purpose of the Corporation, and shall be divided into Five (5) classes, with such classes and applicable qualifications as described below, and all such individuals must fulfill all applicable criteria and obligations to qualify for admission to membership established by the Board of Directors. Membership term and dues shall be established from time to time by resolution of the Board of Directors, and shall be documented in the Policies and Procedures Manual of the Corporation as described in Article X of these By-Laws. In addition to the foregoing, the Corporation’s Members shall have all powers conferred on them by the Minnesota Nonprofit Corporation Act (the “Act”), these By-Laws and the Articles of Incorporation. The classes of Membership shall be as follows:

- A. Class One: Users.** The Users Class of Membership shall consist of Members whose direct employer owns an active license of Siemens PLM Software, or are a qualified Siemens PLM Software sales prospect. Members of the Users Class shall have voting rights and shall have the right to cast one (1) vote on each matter brought before the Membership (the “Voting Members”).
- B. Class Two: Partners.** The Partners Class of Membership shall consist of Members who are employed directly by a company that is a partner of either PLM World or Siemens PLM Software. Members of the Partners Class shall not have voting rights.
- C. Class Three: Siemens PLM Software Employees.** The Siemens PLM Software Class of Membership shall consist of Members who are a direct employee of Siemens PLM Software. Members of the Siemens PLM Software Employees Class shall not have voting rights.
- D. Class Four: Retired User.** Class One members retiring from a direct employer owning an active Siemens PLM Software license, may request membership in PLM World annually. Consult the PLM World Policies and Procedures document for the request and approval process. Members of the Retired User Class shall not have voting rights.
- E. Class Five: Transitional Member.** Class One members transitioning between positions may request membership in PLM World annually. Consult the PLM World Policies and Procedures

document for the request and approval process. Members of the Transitional Member class shall not have voting rights.

**Section 2. Suspension, Expulsion and Refusal of Membership; Resignation.** The Board of Directors shall, in its sole and absolute discretion and in accordance with the procedures set forth herein, have the power to suspend or expel any Member who does not comply with these By-Laws, the Articles of Incorporation, Policies and Procedures Manual, or who engages in unprofessional or illegal conduct. In such event the Board of Directors shall deliver written notice of the proposed suspension or expulsion to such individual not less than fifteen (15) days before the effective date of the suspension or expulsion and provide such individual an opportunity make a statement to the Board of Directors, either orally or in writing, within five (5) days before the effective date of the suspension or expulsion. Such action shall require a two-thirds (2/3) vote of the Board of Directors, except that if the Member being considered for suspension or expulsion is a member of the Board of Directors, then he or she shall not be permitted to vote on the matter. The Board of Directors shall, in its sole and absolute discretion, have the power to refuse Membership to any individual who does not meet the membership qualifications set forth in these Bylaws and otherwise does not fulfill the criteria for membership established by the Board of Directors. A Member may resign at any time by providing written notice to the Corporation. The resignation of a Member does not relieve the Member from any obligations to the Corporation the Member may have incurred prior to resignation.

**Section 3. Meetings - Frequency.** The Board of Directors shall have the power to call an annual or special meeting of the Members. An annual meeting shall be held: to elect successors for directors whose terms have expired or will expire at the Annual Meeting; to provide a report on the activities and financial condition of the Corporation; and to act upon any other matters brought before the Members. If an annual meeting of Members has not been held during the preceding fifteen (15) months, at least fifty (50) Voting Members or one (1) percent of the Voting Members, whichever is less, may demand an annual meeting of Members by written notice of demand given to the Chairperson or Director of Finances of the Corporation. Within thirty (30) days after receipt of the demand, the Board shall cause a meeting of Members to be called and held at the expense of the corporation on notice no later than ninety (90) days after receipt of the demand. If the Board fails to cause a meeting to be called and held as required by this subdivision, the Voting Members making the demand may call the meeting at the expense of the corporation by giving notice as required pursuant to these Bylaws and the Act.

**Section 4. Meetings – Time & Place.** Any meeting of the Members may be held at the time and place determined by the Board of Directors and as set forth in notice provided to the Members. If a demand for a meeting is made under Article II, Section 3, above, and the Board of Directors has not otherwise determined a location for the meeting, the meeting must be held in the county where the Corporation's registered office is located.

**Section 5. Meetings by Remote Communication.** Any annual or special meeting of the Members may be held solely by one or more means of remote communication, provided that notice of the meeting is given to every Voting Member, and if the number of Voting Members participating in the meeting is sufficient to constitute a quorum at the meeting. Participation by a Voting Member in this manner constitutes presence at the meeting in person or by proxy. If a

meeting is held in a physical location, a member not physically present in person or by proxy may participate in the meeting by means of remote communication. If any meeting is held solely by remote communication or if Voting Members participate by means of remote communication, the Corporation must: (a) implement reasonable measures to verify that each person deemed present and entitled to vote at the meeting by means of remote communication is a Member; and (b) implement reasonable measures to provide each Member participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to: (i) read or hear the proceedings of the meeting substantially concurrent with those proceedings; (ii) if allowed by the procedures governing the meeting, have the Member's remarks heard or read by other participants in the meeting substantially concurrently with the making of those remarks; and (iii) if otherwise entitled, vote on matters submitted to the Members.

#### **Section 6. Notice Requirements.**

**A. To whom given.** Notice of meetings of Members must be given to every Voting Member as of the record date determined pursuant to Article II, Section 7 herein. If the meeting is an adjourned meeting and the date, time, and place of the meeting were announced at the time of adjournment, notice is not required unless a new record date for the adjourned meeting is or must be fixed under Article II, Section 7(B), below.

**B. When given; Contents.** In all cases where a specific minimum notice period has not been fixed by the Act, the notice must be given at least five (5) days before the date of the meeting and not more than sixty (60) days before the date of the meeting. The notice must contain the date, time, and place of the meeting, and in the case of a special meeting, the purposes of the meeting, and any other information required by the Act. The business at a special meeting of the Voting Members is limited to the purposes set forth in the notice of the meeting. If proxies are permitted at the meeting, the notice must so inform Voting Members and state the procedure for appointing proxies.

**C. Waiver of notice; Objections.** A Voting Member may waive notice of a meeting of Members. A waiver of notice by a Voting Member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a Voting Member at a meeting is a waiver of notice of that meeting, unless the Voting Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

#### **Section 7. Record date; Determining Members Entitled to Notice and Vote.**

**A. Determination.** The Board of Directors may fix a date not more than sixty (60) days before the date of a meeting of Members as the date for the determination of the Voting Members entitled to notice of and entitled to vote at the meeting

**B. Adjourned Meeting.** A determination of Voting Members entitled to notice and to vote at a Membership meeting is effective for an adjournment of the meeting unless the Board fixes a new date for determining the right to notice and to vote, which it must do if the meeting is

adjourned to a date more than sixty (60) days after the record date for determining Voting Members entitled to notice of the original meeting.

### **Section 8. Members' List for Meeting.**

**A. Preparation.** After fixing a record date for notice of and voting at a meeting of the Members, the Corporation shall prepare an alphabetical list of the names of its Voting Members who are entitled to notice and to vote. The list must show the address and number of votes each Voting Member is entitled to vote at the meeting.

**B. Inspection.** The list of Members must be available for inspection by a Voting Member for the purpose of communication with other Members concerning the meeting, beginning two (2) business days after the meeting notice is given and continuing through the meeting, at the corporation's registered office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. The list also must be available at the meeting. A Voting Member, a Voting Member's agent, or attorney is entitled on written demand to inspect and to copy the list, at a reasonable time and at the Voting Member's expense, during the period it is available for inspection and at any time during the meeting or an adjournment.

**C. Improper use Prohibited.** A Member, agent, or attorney who gains access to the Corporation's Membership list under this Article II, Section 8, may not use or give to another for use the Membership list for any purpose other than a proper and legal purpose. Upon application of the Corporation, the district court may issue a protective order or order other relief necessary to enforce this provision.

**Section 9. Right to vote.** Each Voting Member in good standing is entitled to one vote on each matter voted on by the Voting Members. The Voting Members shall be entitled to vote for the Members of the Board of Directors.

**Section 10. Proxies.** Voting Members shall be permitted to vote via proxy. A Voting Member may authorize a proxy to act on the Voting Member's behalf by filing a non-electronic written appointment of a proxy, signed by the Voting Member, with an officer of the Corporation at or before the meeting at which the appointment is to be effective, or by authenticated electronic communication of an appointment of a proxy with the Corporation at or before the meeting at which the appointment is to be effective.

### **Section 11. Acts of the Members.**

**A. General.** Unless a greater vote is required by the Act, if a quorum is present, or if a quorum has been present at a meeting, the affirmative vote of the majority of the Voting Members present and entitled to vote, which must also be a majority of the required quorum, is the act of the Members.

**B. Methods.** Voting Members may take action at a meeting by voice or in-person ballot vote or electronic ballot.

**C. Unanimous action without a meeting.** An action required or permitted to be taken at a meeting of the Voting Members may be taken without a meeting by written action signed by all

of the Voting Members entitled to vote on that action. The written action is effective when it has been signed by all of those Voting Members, unless a different effective time is provided in the written action.

**D. Action by written ballot.** An action that may be taken at a regular or special meeting of Voting Members may be taken without a meeting if the Corporation mails or delivers a written ballot to every Voting Member entitled to vote on the matter. A written ballot must: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. Approval by written ballot under this Section 11(D) is valid only if the number of votes cast by ballot 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 matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for votes by written ballot must: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be received by the Corporation in order to be counted.

## **Section 12. Quorum.**

**A. Number Required.** Except as provided in the sentence immediately below, a quorum for a meeting of Members is one (1) percent of the Voting Members entitled to vote at the meeting.

**B. Action.** Except as provided in the sentence immediately below, a quorum is necessary for the transaction of business at a meeting of Voting Members. If a quorum is not present, a meeting may be adjourned from time to time for that reason. If a quorum has been present at a meeting and Voting Members have withdrawn from the meeting so that less than a quorum remains, the Voting Members still present may continue to transact business until adjournment.

## **ARTICLE III BOARD OF DIRECTORS**

**Section 1. Designation, Election, and Appointment.** The governing body of the association is the Board of Directors. The Board of Directors shall consist of the Chairperson, Vice-Chairperson, a maximum of five additional class one members elected by the membership. Additionally, a maximum of three Siemens PLM employees and a maximum of three Class One members can be appointed by the Board of Directors. The PLM World Executive Director is an ex-officio board of director member without a vote. Detailed election procedures shall be set forth in the Policies and Procedures Manual of the Corporation as described in Article X of these By-Laws.

**Section 2. Number.** Any two or more offices may be held by the same person, provided, however, that the Board shall at all times consist of three (3) or more individuals.

**Section 3. General Powers.** The property, affairs and business of the Corporation shall be controlled and managed by the Board of Directors. The Board of Directors may from time to time delegate particular responsibilities to specified officers or committees of the Corporation as it shall deem advisable, and as permitted under the Act. They may adopt such rules and regulations for the conduct of their meeting and the management of the

Corporation not inconsistent with these By-Laws, the Corporation's Articles of Incorporation or the Act, as they may deem proper.

**Section 5. Election Certification.** The Board of Directors shall, by resolution, certify the results of each election.

**Section 6. Term of Office.** Board of Director position terms range from 1-5 years. With the exception of the Siemens PLM appointed positions, all positions, appointment and elected, may be re-appointed or re-elected, in the same position, for a maximum of 2 additional terms. Board members completing their term in any position, may go on to serve in additional appointed or elected positions. Details on the individual Board of Director position terms can be found in the PLM World Policies and Procedures Manual. The Board of Directors shall establish the exact date of the transition of office from an officer to his or her elected successor.

**Section 7. Resignations.** Any Director of the Corporation may resign at any time by giving written notice to the Chairperson or to the Secretary of the Corporation. Resignation is effective without acceptance when notice is provided to the Corporation, unless a later effective time is specified in the notice.

**Section 8. Removal of Directors.** Any Director may be removed, either with or without cause, at any time, by a unanimous vote of the Board of Directors, excluding the Director in question if applicable, at a duly held Board of Directors meeting, or by a majority vote of the Voting Members, at a duly held Member meeting. The Director to be removed shall be provided of notice of the proposed removal and an opportunity to make a statement orally or in writing at the meeting called for that purpose.

**Section 9. Vacancies.** Any vacancy in any of the positions on the Board of Directors may be filled for the unexpired portion of the term by the majority vote of the remaining members of the Board of Directors

**Section 10. Compensation.** Directors shall receive no compensation for their services as such; however, the Board may adopt rules for reimbursing Directors for expenses incurred in connection with Board meetings, committee meetings, and other activities of the Corporation. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore, provided that the nature of such other capacity is fully disclosed to the Board. Such compensation shall not be excessive in amount and the services performed therefore shall be reasonable and necessary for the furtherance of the Corporation's purposes.

**Section 11. Meetings of the Board of Directors.**

**A. Annual Meeting.** The Board of Directors shall meet for the purpose of organization and the transaction of other business, as soon as practicable after each election of Directors.

**B. Regular Meetings.** The Board of Directors may hold its meetings at the offices of the Corporation or at such places as the Board of Directors from time to time may determine.

**C. Frequency.** The Board of Directors shall meet at least four (4) times per year.

**D. Conduct of Meeting.** The Chairperson, or designee, shall preside at every meeting of the Board of Directors.

**E. Notice.** The Chairperson, or designee, must notify all Directors of the time, place, and agenda of any meeting of the Board of Directors, at least fourteen (14) days before the meeting. Notice shall be deemed effective when given. Notice may be given by facsimile communication to a telephone number at which the Director has consented to receive notice; electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice; or any other form of electronic communication by which the Director has consented to receive notice.

**F. Waiver of Notice.** A Director may waive notice of a meeting of the Board. A waiver of notice by a Director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

**G. Quorum.** Two-thirds (2/3) of the total number of voting members of the Board of Directors shall constitute a quorum at any Board of Directors meeting. Except where otherwise provided for by the Act, Articles of Incorporation, or these Bylaws, a quorum of the Board of Directors shall be required for the transaction of any business. Less than a quorum may adjourn a meeting from time to time until a quorum is present. The act of the majority of those present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors.

**H. Voting.** The Executive Director shall be a non-voting member of the Board. All other Board of Director members shall be entitled to one (1) vote on each matter submitted to the board.

**I. Participation in Meeting by Remote Communication.** Any meeting of the Board of Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting, if the same notice is given as provided in Article III, Section 11.E, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Any Director may participate in a meeting of the Board of Directors by means of conference telephone, or, if authorized by the Board, by such other means of remote communication, in each case through which that Director, other Directors so participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by the means described herein constitutes presence at the meeting.

**J. Minutes.** Minutes of each Board of Directors meeting shall be recorded, and upon approval of the Board of Directors, entered into the records of the Corporation.

**Section 12. Board of Directors Action without Meeting.** An action required or permitted to be taken at a Board meeting may be taken by written action signed by all of the Directors. PLM World Staff person shall file such consent or consents with the minutes of the meetings of the Board of Directors.



**Section 13. Officers, Roles and Responsibilities.** All position qualifications, roles, responsibilities, and performance guidelines shall be set forth in the Policies and Procedures Manual of the Corporation as described in Article X of these Bylaws.

#### **ARTICLE IV COMMITTEES OF BOARD OF DIRECTORS**

**Section 1. Designation; Vacancies.** The Board of Directors, by a resolution approved by the affirmative vote of a majority of the Board of Directors, may establish committees for a specified purpose. Except as otherwise set forth in these Bylaws, the Board of Directors shall appoint all members of the committee by the affirmative vote of a majority of the Directors present and voting at a meeting of the Board. The Board of Directors shall have power at any time to change the members of any committee, to fill vacancies, and to discharge any committee.

**Section 2. Powers.** Each committee appointed by the Board of Directors shall be subject to the control and direction of, and shall report to, the Board of Directors. Except as expressly set forth herein or in the resolution authorizing the creation of the committee, no committee shall have authority to act on its own behalf or on the Corporation's behalf, or to bind the Corporation in any manner, without the prior express written permission of the Board of Directors.

**Section 3. Procedure; Meetings; Quorum.** Except as expressly set forth herein, the provisions set forth in Article III, Section 11 of these Bylaws governing meetings of the Board of Directors shall apply to meetings of committees. A majority of the whole number of the members of each committee shall constitute a quorum at any meeting thereof, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee.

**Section 4. Compensation.** Members of committees shall receive no compensation for their services as such, however, the Board may adopt rules for reimbursing members of committees for expenses incurred in connection with committee meetings and other activities of the Corporation. Nothing herein contained shall be construed to preclude any committee member from serving the Corporation in any other capacity and receiving compensation therefore, provided that the nature of such other capacity is fully disclosed to the Board. Such compensation shall not be excessive in amount and the services performed therefore, shall be reasonable and necessary for the furtherance of the Corporation's purposes.

#### **ARTICLE V CONTRACTS, CHECKS, NOTES, ETC.**

**Section 1. Execution of Contracts.** All contracts, agreements, checks, drafts, notes, bonds, bills of exchange and orders for the payment of money, or other evidences of indebtedness (hereinafter collectively referred to as the "Money Contracts") shall, unless otherwise directed by the Board of Directors as stated in the Policies and Procedures Manual as described in Article X of these By-Laws, or unless otherwise required by law, be signed by the PLM World Executive Director per the Policies and Procedures Manual. In the event the Executive Director is unable to sign, another member of the PLM World staff may be authorized to sign by the Board of Directors.

**Section 2. Loans.** No loans shall be contracted on behalf of the Corporation and no negotiable

paper shall be signed in its name unless authorized by written resolution of the Board of Directors. When authorized by the Board of Directors, any authorized Director may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation and, when authorized so to do, may pledge, hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority may be general or confined to specific instances.

**Section 3. Fiscal Year.** The fiscal year of the Corporation shall begin on September 1 and end on August 31 of each year.

**Section 4. Audits/Review.** An independent audit/review of the Corporation finances shall be performed at least once every two (2) years.

**Section 5. Definition of Siemens PLM Software.** For purposes of these Bylaws, the term "Siemens PLM Software" shall refer to the Siemens PLM Software line of business of the company headquartered in Plano, TX which produces computer software which is utilized by the Members of the Corporation. As the name of this software vendor changes from time to time, the term "Siemens PLM Software" shall mean that certain software vendor named in the Corporation's Policies and Procedures Manual, described in Article XIII of these By-Laws, which may be updated and revised by the Board of Directors at the Board's discretion.

#### **ARTICLE VI AMENDMENTS**

These By-Laws may be altered, amended, repealed or supplemented by a three-quarter (3/4) majority vote of the Board of Directors, at any meeting or special meeting of the Board of Directors called for that purpose, provided that notice of the proposed amendments is given in the notice of the meeting. The Board of Directors shall provide at least forty-five (45) days prior notice to the Members before any such action by the Board of Directors goes into effect, and any such amendments shall be subject to repeal or change by a two-thirds (2/3) majority vote of the Voting Members.

#### **ARTICLE VII LIMITATION OF LIABILITY AND INDEMNIFICATION**

**Section 1. Limitation of Liability.** A Director shall not be liable for the performance of his or her duties as a Director of the Corporation provided that such Director has discharged the duties of the position of Director in good faith, in a manner that the Director reasonably believes to be in the best interests of the Corporation and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

**Section 2. Reliance.** Provided that a Director does not have actual knowledge concerning the matter in question, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by: (a) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (b) counsel, public accountants or other persons as to matters that the Director reasonably believes to be within the person's professional or expert competence; or (c) a committee of the Board of Directors upon which the Director does not serve, duly established by the Board of Directors, as to matters within the committee's

designated authority, if the Director reasonably believes the committee to merit confidence.

**Section 3. Indemnification.** The Corporation shall indemnify a person made or threatened to be made a party to a proceeding because that person is or was a Director, officer, committee member, or employee of the Corporation against judgments, penalties, fines including, but not limited to, excise taxes assessed against the person with respect to an employee benefit plan, settlements and reasonable expenses including, but not limited to, attorneys' fees and disbursements, incurred by the person in connection with the proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person: (a) has not been indemnified by another organization for the same liability with respect to the same acts or omissions; (b) acted in good faith; (c) did not receive any improper personal benefit and did not have any improper conflict of interest; (d) in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and (e) reasonably believed that such person's conduct was in the best interest of the Corporation or that the conduct was not opposed to the best interest of the Corporation.

**Section 4. Advances.** If a person is made or threatened to be made a party to a proceeding because that person is or was a Director, officer, committee member, or employee, then the person is entitled, upon written request to the Corporation, to payment or reimbursement by the Corporation of reasonable expenses including, but not limited to, attorneys' fees and disbursements incurred by the person in advance of the final disposition of the proceeding: (a) upon receipt by the Corporation of a written affirmation by the person of a good faith belief that the criteria for indemnification set forth herein have been satisfied and a written undertaking by the person to repay the amounts paid or reimbursed by the corporation, if it is determined that the criteria for indemnification set forth herein have not been satisfied; and (b) after a determination that the facts then known to those making the determination would not preclude indemnification as set forth herein.

**Section 5. Insurance.** The Corporation may, but shall not be required to, buy and maintain insurance on behalf of its Directors, officers and employees, in such persons' official capacities, against liability asserted against and incurred by such persons in or arising from such capacity as Directors, officers and employees, whether or not the Corporation would have been required to indemnify such persons against the liability under Section 317A.521 of the Act.

**Section 6. Disclosure.** The Corporation shall disclose to Members in writing the amount of the indemnification or advances provided to a person pursuant to this Article and to whom and on whose behalf it was paid not later than the next meeting of the Members.

**Section 7. No Limitation.** This Article is not intended to prohibit or limit the indemnification provisions provided by Section 317A.521 of the Act.

#### **ARTICLE VIII NON-PROFIT STATUS**

These Bylaws of the Corporation shall at all times be so construed and limited as to enable the Corporation to qualify and to continue qualifying as a non-profit corporation duly organized and existing under the provisions of the Act.

#### **ARTICLE IX CORPORATION RESPONSIBILITY**

The Corporation shall not be responsible for any information distributed, published or presented

to or by the Members. All programs, techniques, and other information disclosed by a Member, either in written or oral form, shall be considered non-proprietary and non-confidential. Subsequent disclosure to others shall not impose any liability whatsoever on either the Corporation, its directors, officers, employees, agents, successors, assigns or its Members.

#### **ARTICLE X POLICIES AND PROCEDURES MANUAL**

The Board of Directors shall adopt a Policies and Procedures Manual to establish policies and procedures for the operation of the Corporation in greater detail than is set forth herein. The Board of Directors shall have the power to revise or amend the Policies and Procedures Manual in its sole and absolute discretion, from time to time, as it deems necessary. Said Policies and Procedures Manual is fully incorporated herein by reference. In the case of any conflict between the terms set forth herein or in the Corporation's Articles of Incorporation and the terms set forth in the Policies and Procedures Manual, the terms set forth herein or in the Articles of Incorporation, whichever is applicable, shall govern and the terms in the Policies and Procedures Manual shall be modified to the least extent necessary to correct such conflict.

#### **ARTICLE XI PROCEDURE**

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these By-Laws.