

As Amended March 31, 2014

BY-LAWS OF
CUSTOMER EXPERIENCE PROFESSIONALS ASSOCIATION, INC.

ARTICLE I

NAME, PURPOSE AND OFFICES

Section 1.1 Name

The name of the corporation is Customer Experience Professionals Association, Inc. and the corporation is referred to in these By-laws as the “Association”.

Section 1.2 Principal Office

The principal office of the Association shall initially be located at 401 Edgewater Place, Suite 600, Wakefield, MA 01880. The Board of Directors of the Association (the “Board of Directors”) is hereby granted full power and authority to change its principal office from one location to another both within and without said state.

Section 1.3 Other Offices

Branch or subordinate offices may at any time be established by the Board of Directors at any place or places.

Section 1.4 Purpose

The nature of the business or purposes to be conducted or promoted by the Association is to engage in any lawful act or activity for which corporations which are organized not for profit may be organized under the General Corporation Law of Delaware. The primary purpose of the Association is to support the professional development of professionals that work to optimize the customer experience (“Customer Experience”), including by: fostering awareness of the value and importance of increasing the quality of the Customer Experience; developing and promoting the uptake of appropriate standards; providing education and training directed at increasing the ability of vendors, service providers and Website hosts to provide a quality Customer Experience; providing a better understanding of the discipline of offering a superior Customer Experience; and promoting the Customer Experience product and service industry.

In furtherance of its purpose, the Association intends to engage in some or all of the following activities: (a) seek recognition as the preeminent organization supporting and promoting the Customer Experience industry, (b) develop proactive PR and marketing campaigns to establish the Association as a credible Customer Experience resource for the

media, (c) establish and carry out a research agenda, including release of periodic papers demonstrating the value of a superior Customer Experience, (d) establish Customer Experience career resources for employers and employees, including job descriptions, salary surveys, and job boards, (e) develop educational programming for Association members, (f) create, own and promote distinctive trademarks, service marks and/or certification marks to create high public awareness of, demand for, and confidence in research, educational materials, programs and other deliverables developed and offered by the Association (“Work Product”), (g) develop, own and promote appropriate Web sites, and (h) undertake such other activities as the Board of Directors may from time to time approve.

Section 1.5 Nonprofit Status

(a) The Association is organized and shall be operated as a non-stock, not for profit membership corporation organized under the General Corporation Law of the State of Delaware.

(b) The Board of Directors may, in its sole discretion, elect to seek exemption from Federal taxation for the Association pursuant to Section 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter, the “IRS Code”). In the event that such exemption is sought and until such time, if ever, as such exemption is denied or lost, the Association shall not knowingly engage directly or indirectly in any activity that it believes would be likely to invalidate its status as an organization exempt from federal income taxation under Section 501(a) of the IRS Code as an organization described in Section 501(c) of the IRS Code. All references to the IRS Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.

ARTICLE II

MEMBERS

Section 2.1 Classes of Membership

The Association shall initially have two classes of membership: Individual and Corporate. Members in each such class are entitled to voting rights, as further provided below, and are collectively referred to as “Voting Members.” All Voting, and any future-created classes of non-voting, memberships in the Association are collectively referred to in these By-laws as “Memberships, and a person or entity holding Membership is referred to in these By-laws as a “Member.” Additional classes of voting and non-voting members may be created in the future, and the rights of existing classes of members may be amended, in each case pursuant to Section 2.8 of these By-laws.

Section 2.2 General Conditions of Membership

Any individual shall be admitted as an Individual Member, and any association, partnership, organization, governmental agency, company, corporation, academic entity, or non-

profit entity shall be admitted as a Corporate Member, upon: (a) acceptance of its written application on such form as may be from time to time required by the Association (which acceptance shall be administered in a non-discriminatory fashion), and (b) unless otherwise provided by the Board of Directors, payment of such application fees, assessments, initiation fees (if any), annual dues or other fees for such class of Membership as may from time to time be established by the Board of Directors (collectively, "Fees"). A Member shall remain in good standing as a Member provided such Member is in compliance with the terms and conditions of the Association's Certificate of Incorporation, By-laws, Membership Application and such rules and policies as the Board of Directors and/or any committees thereof (each a "Board Committee") may from time to time adopt, including without limitation, timely payment of all Fees and penalties for late payment as may be determined by the Board of Directors (such Fees and penalties are collectively referred to in the By-laws as "Financial Obligations", and all of the foregoing good standing requirements are collectively referred to in the By-laws as "Membership Obligations").

Section 2.3 Privileges of All Members

All Members of every class of Membership, while in good standing, shall be entitled to:

(a) Demonstrate its commitment and leadership in the area of Customer Experience by having its name included in the Association Member Directory and by displaying the logo of the Association at his, her or its Web site, subject to compliance with such guidelines relating to the use of Association trademarks as the Association may from time to time release; and

(b) Free or discounted access to such tools, educational programs, webinars, podcasts, research and other Work Product of the Association as the Association shall from time to time make available;

(c) Access to the Association Career Center listings;

(d) Eligibility to be listed in any Association Speakers' Bureau, subject to meeting reasonable criteria for inclusion;

(e) Receive by electronic transmission such publications of the Association as are intended for regular distribution;

(f) Participate in appropriate research projects and benchmarking studies; and

(g) Such other rights and privileges as the Board of Directors may from time to time approve for Members generally.

Section 2.4 Privileges of Individual Membership

(a) All Individual Members, voting together as a single class, shall be entitled to elect a minimum of 30% of the total representatives to the Board of Directors (each, a "Director").

(b) Each Individual Member shall be entitled to:

(i) Nominate individuals to serve as Directors;

(ii) Participate on each Member Committee and Sub-Group thereof that the Association may establish (as contemplated by Section 5.6), and be considered to be elected as the Chairperson of such Committee or Sub-Group thereof;

(iii) Maintain a single user account at the Association's Web site;

(iv) Place his or her resume at the Association Career Center; and

(v) Such other rights and privileges as the Board of Directors may from time to time approve.

Section 2.5 Privileges of Corporate Member

(a) All Corporate Members, voting together as a single class, shall be entitled to elect a minimum of 30% of the total representatives to the Board of Directors.

(b) Each Corporate Member shall be entitled to:

(i) Nominate a representative to stand for election as a Director;

(ii) Appoint one voting representative, on a one vote per Member basis, and an unlimited number of non-voting representatives, to each Member Committee and Sub-Group thereof, any of which representatives may be considered to be elected as the Chairperson of such Committee or Sub-Group thereof;

(iii) Maintain up to 150 user accounts for its employees at the Association Web site;

(iv) Have its name displayed at the Association Web site, with a link back to such Member's Web site;

(v) Post such number of job listings as the Association may from time to time specify at the Association Career Center;

(vi) Participate in Executive Forums and other management-level roundtable discussions;

(vi) Subject to available space and such rules as the Association may from time to time specify; participate as faculty in webinars and events, be featured at the Association Speakers Bureau; submit columns to any newsletter or other appropriate electronic

publication made available by the Association on an equal priority with other Corporate Members;

(vii) As appropriate, be listed in any Association Vendor Guide; and

(viii) Such other rights and privileges as the Board of Directors may from time to time approve for Corporate Members.

The Board of Directors may also provide, in exchange for cash and/or in-kind contributions, such additional rights and benefits to individual Corporate Members that elect to participate in such sponsorship programs as the Association may from time to time chose to offer.

Section 2.6 Rights in Intellectual Property

All intellectual property submitted to or owned, adopted or created by the Association, including without limitation, any of the same which may be represented by any Work Product, guidelines, policies, procedures or tests (collectively, “Intellectual Property”), shall be subject to such polices and procedures, including any Association Intellectual Property Rights Policy (the “IPR Policy”), as may from time to time be adopted by the Board of Directors. Any such rules or policies adopted by the Board of Directors shall control rights of ownership and publication relating to such Intellectual Property, the specific license rights which Members may be entitled to therein, and the fees (if any) which the Association may charge Members and third parties for access to and use of such Intellectual Property.

Section 2.7 Subsidiaries, Etc.

(a) Only the legal entity which has been accepted as a Member of the Association, and not any parent, subsidiary or affiliate of such entity, shall be entitled to enjoy the rights and privileges of such Membership.

(b) No Corporate Member shall be represented on the Board of Directors by more than one Director, including for such purposes (i) any representative of any of its Related Companies, and (ii) any Individual Member that is an employee of such Corporate Member or any of its Related Companies. For purposes of these By-laws, the term “Related Company” shall mean any entity which controls or is controlled by a Member or which, together with a Member, is under the common control of a third party, in each case where such control results from ownership, either directly or indirectly, of more than fifty percent of the voting securities or membership interests of the entity in question; and “Related Companies” are entities that are each a Related Company of a Member.

(c) Except as otherwise provided from time to time by any policy adopted by the Board of Directors, if a Member is itself an Association, membership organization, user group or other entity that has members or sponsors, then the rights and privileges granted to such Member shall extend only to the representatives (employees, officers and individuals serving on a contractor

basis) of such Member, and not to its members or sponsors.

(d) Memberships shall be non-transferable, non-salable and non-assignable, except that any Member may transfer its Membership for the then current year to a successor to substantially all of its business and/or assets, whether by merger, sale or otherwise; provided that the transferee agrees to be bound by these By-laws, the Certificate of Incorporation and such policies and procedures as the Board of Directors may from time to time adopt.

Section 2.8 Amendments to Member Rights and Additional Classes of Members

The conditions, privileges, powers, and voting rights (if any) of any class of Members may be changed, and one or more additional classes of Membership may be created, and the conditions, voting rights (if any), powers and privileges of each such class may be prescribed, by adoption of an amendment to these By-laws pursuant to Article XIV of the By-laws.

Section 2.9 Termination or Suspension of Membership

Any Member may be suspended from Membership or have its Membership terminated by the Board of Directors for failure to satisfy its Membership Obligations or for engaging in any conduct, either within or without the Association, that is contrary to the interests of the Association or to the advancement of the Association's business or industry goals. Financial Obligations already paid shall not be refundable upon any such termination or suspension, and all Financial Obligations of such Member which may be accrued and unpaid as of the date of such termination shall remain due and payable. Terminations or suspensions of Membership for failure to satisfy Financial Obligations may be imposed with notice and without right of formal appeal under such procedures as the Board of Directors may from time to time approve. Except as provided in the last paragraph of this Section 2.9, no termination or suspension of Membership for any other purpose shall be effective unless:

(a) The Member is given notice of the proposed termination or suspension of Membership and of the reasons therefor;

(b) Such notice is delivered personally or by certified mail, return receipt requested, or by a national or international overnight courier service, sent to the last address of the Member shown on the Association's records;

(c) Such notice is given at least thirty days prior to the effective date of the proposed termination or suspension of Membership; and

(d) Such notice sets forth a procedure determined by the Board of Directors (or other body authorized by the Board of Directors) to decide whether or not the proposed termination or suspension shall take place, whereby the Member is given the opportunity to be heard by such body, either orally (and represented by counsel if the Member so desires, at its sole cost and expense) or in writing, not less than five days before the effective date of the proposed termination or suspension.

Notwithstanding the foregoing, in the event that the Board of Directors believes in good faith that a Member is engaging in willful misconduct to the material detriment of the best interests of the Association and its Members, the Board of Directors may suspend such Member's Membership immediately, provided that such Member is otherwise afforded the protections provided for in subsections (a), (b) and (d) of this Section 2.9.

Section 2.10 Resignation by Member

A Member may resign as a Member at any time. Any Financial Obligations already paid by such Member shall not be refundable in such event, and all such Financial Obligations of such Member which may be accrued and unpaid as of such date shall remain due and payable.

Section 2.11 Membership Book

The name and address of each Member shall be contained in a membership book to be maintained at the principal office of the Association (the "Membership Book"). Termination of any Membership shall be recorded in the Membership Book together with the date of such termination. Each Member shall be responsible for apprising the Association in writing of all changes to its name and address, and of the names and addresses of all representatives of such Member appointed to be members of Member Committees designated by such Member in its application for Membership or to receive notices or to vote on behalf of such Member.

Section 2.12 Levy of Dues, Assessments or Fees

The Association may levy dues, assessments or fees upon its Members in such amounts as may be approved from time to time by the Board of Directors, but a Member upon learning of any increase in dues, or of any levy of any assessments or fees, may avoid liability therefor by resigning from Membership prior to the date such dues, assessments or fees are due and payable, except where the Member is, by contract with the Association or otherwise, independently and explicitly liable for such dues, assessments or fees. No provision of the Certificate of Incorporation or By-Laws of the Association authorizing such dues, assessments or fees shall, of itself, create such liability. In no event shall the failure of a Member to pay any dues or assessments give rise to any claim in favor of the Association for indirect or consequential damages.

Section 2.13 Use of Names

Neither the Association nor any Member shall use the name of the other in any form of publicity without the written permission of the other, provided that the Association and any Member may each disclose and publicize such Member's Membership in the Association. Notwithstanding the foregoing, if the Association has not made a filing under the National Cooperative Research and Production Act of 1993, as amended, a Member may request that its Membership not be disclosed if it makes a written request to such effect at the time of application to the Association for Membership.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.1 Place of Meetings

All meetings of the Members shall physically be held at such place within or without the State of Delaware, or as may otherwise be permitted by law, and at such time as may be fixed from time to time by the Board of Directors or Chairperson of the Association (the “Chairperson”), or if not so designated, at the registered office of the Association.

Section 3.2 Annual Meeting

Annual meetings of Members ordinarily shall be held by written consent pursuant to Section 3.10. Notwithstanding the foregoing, however, the Board of Directors may call any annual meeting to be held in person and each such meeting, once called, shall take place on the second Monday in December of the applicable year, if not a legal holiday, and if a legal holiday, then on the second secular day following, at 10:00 a.m. local time, or at such other date and time as shall be designated from time to time by the Board of Directors or the Chairperson. Pursuant to such written consent, or at such meeting, as applicable, the Voting Members shall elect a Board of Directors in accordance with Section 4.3 and shall transact such other business as may properly be addressed by written consent, or at such meeting, as applicable. If no annual meeting is held (and no annual consent has been executed) in accordance with the foregoing provision, the Board of Directors shall cause a meeting to be held as soon thereafter as convenient, which meeting shall be designated a special meeting in lieu of annual meeting.

Section 3.3 Special Meetings

Special meetings of the Members, for any purpose or purposes, may, unless otherwise prescribed by statute or by the Certificate of Incorporation, be called by the Board of Directors, the Chairperson or the Secretary at the request in writing of a majority of the Directors then in office, or at the request in writing of Voting Members entitled to vote at least ten percent of the aggregate votes of all Voting Members. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

Upon request by any person or persons entitled to call a special meeting of the Voting Members, the Chairperson), any Vice-Chairperson or the Secretary shall, within thirty days after receipt of the request, cause notice to be given to the Voting Members entitled to vote at such meeting that a special meeting will be held at a time chosen by the Board of Directors, but not less than thirty-five nor more than ninety days after receipt of such request.

Section 3.4 Notice of Meetings

Except as otherwise provided by law or these By-laws, written notice of each meeting of the Members, annual or special, stating the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, and such other information as may be required by law shall be given not less than ten nor more than sixty days before the date of the meeting, to each Member entitled to attend such meeting.

Section 3.5 Voting List

The Officer who has charge of the Membership Book of the Association shall prepare and make a complete list of the Members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each such Member. Nothing contained in this Section shall require the Association to include electronic mail addresses or other electronic contact information on such list. Such list shall be open to the examination of any Member, for any purpose germane to the meeting, for a period of at least ten days prior to the meeting: (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (ii) during ordinary business hours, at the principal place of business of the Association. In the event that the Association determines to make the list available on an electronic network, the Association may take reasonable steps to ensure that such information is available only to Members of the Association. The list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any Member who is present.

Section 3.6 Quorum

Except as otherwise provided by statute, the Certificate of Incorporation or these By-laws, a quorum for the conduct of any meeting for (a) the purpose of electing Directors shall be twenty percent (20%), in the case of Corporate Members, and ten percent (10%) in the case of Individual Members, of the aggregate number of Members in good standing of the class of Members electing Directors, and (b) for all other actions permitted or required under these Bylaws or law, 20% of the aggregate number of all Voting Members in good standing, regardless of class (or such higher percentage of Voting Members as may be required by law, these By-laws or the Certificate of Incorporation for any action to be taken at such meeting), in each case, either present in person or represented by proxy. Member Committees shall have the same rules relating to quorum requirements and voting majorities as provided in (b) above, unless otherwise approved by the affirmative vote of the Board of Directors.

Section 3.7 Adjournments

Any meeting of Members may be adjourned from time to time without notice to any other time and to any other place at which a meeting of Members may be held under these By-laws or by law if the time and place of such adjourned meeting, the means of remote communications, if any, by which Members may be deemed to be present in person and vote at such adjourned meeting and such other information as may be required by law are announced at the meeting at

which the adjournment is taken. Such adjournment shall be approved by a majority of the Voting Members present in person or represented by proxy and entitled to vote at such meeting (regardless of whether a quorum is present), or, if no Voting Member is present or represented by proxy, by any Officer entitled to preside at or to act as Secretary of such meeting. At any reconvened meeting following such an adjournment the Association may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to all Members.

Section 3.8 Action at Meetings

Unless the question is one upon which, by express provision of law, the Certificate of Incorporation or these By-laws, a different vote is required (in which case such express provision shall govern and control the decision of such question), when a quorum is present at any meeting of Members, the vote of more than fifty percent of the aggregate votes of all Voting Members, present in person or represented by proxy and entitled to vote on the question, shall decide any question brought before such meeting.

Section 3.9 Proxies

Each Member entitled to vote with respect to any corporate action at a meeting of Members, or to express consent or dissent to any corporate action in writing without a meeting, may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. Without limiting the manner in which a Member may authorize another person or persons to act for such Member as proxy pursuant to this Section, the following shall constitute valid means by which a Member may grant such authority:

(a) A Member may execute a writing authorizing another person or persons to act for such Member as proxy. Execution may be accomplished by the Member or such Member's authorized officer, director, employee or agent signing such writing or causing such person's signature to be affixed to such writing by any reasonable means including, but not limited to, by facsimile signature.

(b) A Member may authorize another person or persons to act for such Member as proxy by transmitting or authorizing the transmission of a telegram, cablegram, or other means of electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such telegram, cablegram or other means of electronic transmission must either set forth or be submitted with information from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by the Member. If it is determined that such telegrams, cablegrams or other electronic transmissions are valid, the inspectors or, if there are no inspectors, such other persons making that determination shall specify the information upon which they relied.

Section 3.10 Action Without Meeting

Any action required or permitted to be taken at any annual or special meeting of Members, or at any meeting of a Member Committee, Sub-Group thereof or other group of Members or subset of Members, may be taken without prior notice and without a vote, if a consent in writing, setting forth the action to be taken, shall be signed by Members (or Members of a class of Members, as the case may be) making up not less than that percentage of all Members as would be necessary to authorize or take such action at a meeting at which a quorum of Members (or class of Members, as the case may be) entitled to vote thereon were present and voted.

Prompt notice of the taking of any corporate action without a meeting by less than unanimous written consent shall be given to those otherwise entitled to vote thereon who have not consented in writing. An electronic transmission consenting to an action to be taken and transmitted by a Member or proxyholder, or by a person or persons authorized to act for a Member or proxyholder, shall be deemed to be written, signed and dated for the purposes of this Section, provided that any such electronic transmission sets forth or is delivered with information from which the Association can determine (A) that the electronic transmission was transmitted by the Member or proxyholder or by a person or persons authorized to act for the Member or proxyholder and (B) the date on which such Member or proxyholder or authorized person or persons transmitted such electronic transmission. The date on which such electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the Association by delivery to its registered office in Delaware, its principal place of business or an Officer or agent of the Association having custody of the book in which proceedings of meetings of Members are recorded. Delivery made to the Association's registered office shall be made by hand or by certified or registered mail, return receipt requested. Notwithstanding the foregoing limitations on delivery, consents given by electronic transmission may be otherwise delivered to the principal place of business of the Association or to an Officer or agent of the Association having custody of the book in which proceedings of meetings of Members are recorded if, to the extent and in the manner provided by resolution of the Board of Directors of the Association.

Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

Section 3.11 Nomination and Election Procedures

Subject to the provisions of Sections 4.3 and 5.3, the Board of Directors shall establish reasonable nomination and election procedures given the nature, size, and operations of the Association, including a reasonable means for Members of appropriate classes to nominate a person for election as a Director, a reasonable opportunity for a nominee to communicate to the

Members the nominee's qualifications and the reasons for the nominee's candidacy (if requested by such nominee), a reasonable opportunity for all nominees to solicit votes (if requested by any such nominee), and a reasonable opportunity for all Members entitled to vote thereon to choose among the nominees. For any given election, and subject to the minimum percentages set forth in sections 2.4(a) and 2.5 (a) of these bylaws, the Nominating Committee shall establish the number of seats to be available to be elected by each category of member.

Section 3.12 Order of Business

The order of business at all meetings of Members shall be as determined by the presiding Officer, but the order of business to be followed at any meeting at which a quorum is present may be changed by a vote of the Voting Members.

ARTICLE IV

DIRECTORS

Section 4.1 Powers; Voting

The business and affairs of the Association shall be managed by its Board of Directors, which shall be, and shall possess all of the powers of, the "Governing Body" of the Association as a not-for-profit membership corporation under Delaware General Corporation Law. The Board of Directors may exercise all powers of the Association and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-laws directed or required to be exercised or done by the Members.

Section 4.2 Number of Directors

Subject to Section 4.4, the total number of Directors shall be at least ten and not more than fifteen.

Section 4.3 Nomination, Election and Term of Office of Directors

(a) Each Voting Member shall be entitled to cast one vote for each opening on the Board of Directors to be elected by its Membership Class.

(b) The Board shall make provisions to stagger the terms of the Directors between two slates of Directors, the first slate to be elected in even numbered calendar years (the "Even Slate"), the second slate to be elected in odd numbered calendar years (the "Odd Slate") except as provided below, and each such slate comprising as close as possible to one-half of the total number of directors to be elected to the Board by each Membership class entitled to vote in the corresponding Board election. Except for adjustments that the Board shall make from time to time in accordance with the remainder of this paragraph or to maintain or create the aforementioned staggered terms upon any change in the then authorized number of Directors, the

term of office of each Director shall be two years. Notwithstanding the foregoing, an Odd Slate and an Even Slate shall be elected in 2014, the terms of office of the Directors elected to the Even Slate in 2014 shall be one year, and the terms of office of the Directors in office immediately prior to the 2014 Board elections shall end immediately prior to the beginning of the term of office of the Directors elected in 2014. Each Director shall hold office until the earliest to occur of (i) the expiration of the term for which such Director was elected or appointed, as the case may be, and such Director's successor is elected and qualified, (ii) the expiration or termination of Membership of the Director, or of the Member, if any, that employs such Director, unless such requirement is waived by vote of the Board of Directors, (iii) the death, resignation or removal of such Director, or (iv) the combination, by merger, acquisition or otherwise, of two Members that each have representatives on the Board of Directors, or the hiring of a Director by a Member that has an employee serving as a Director, upon which event one of the two Directors, as designated by the surviving entity Member or the entity Member, as the case may be, shall be deemed to have resigned. In addition, during such times as the Membership of any Member that has a representative serving as a Director is suspended pursuant to Section 2.9 above, the attendance and voting rights of such Director representative shall also be suspended until such time, if ever, as such suspension is lifted.

(c) An individual may be elected to serve no more than three successive, full terms on the Board of Directors, except that any Director that is serving as Chairperson during his or her third term may be nominated and elected to serve for a fourth consecutive term. For the avoidance of doubt, an individual that was elected before the first Annual Meeting of Members, or that has been elected to the unexpired portion of the term of another Director, may be elected to serve for three consecutive complete terms thereafter.

(d) Each Director that has been elected by the Corporate Members (an "Entity Director") may designate in writing (which designation may be withdrawn in writing at any time by such Director) an individual to act as a Director in his or her stead, whether for a single meeting or as a standing alternate. Any such alternate Director shall be entitled to (i) attend and vote at all meetings which the designating Director does not attend, (ii) sign all written consents in lieu of the designating Director, and (iii) otherwise exercise the duties and enjoy the privileges of the designating Director in the absence or unavailability of the designating Director. In addition, in lieu of making such a substitution, any Director who will be absent for any meeting may deliver a written proxy to the Chairperson, authorizing the Chairperson to either vote as instructed in such proxy, or to vote in the stead of such absent Director in such manner as the Chairperson may believe appropriate. Any such proxy shall be valid only with respect to the meeting and such specific matters (or with respect to all matters, if so desired) as may be stated in such proxy.

(e) The Board of Directors may approve from time to time such reasonable attendance and other requirements as it shall deem to be advisable to ensure that seats on the Board of Directors are held by active, contributing individuals, but no such rule may be imposed retroactively.

Section 4.4 Enlargement or Reduction

Subject to Section 2.8 above, the number of Directors, the persons eligible to become Directors and the classes of Members eligible to elect and/or nominate Directors may be amended at any time by a vote of the Board of Directors or by a vote of the Voting Members.

Section 4.5 Resignation and Removal

Any Director may resign at any time upon notice to the Association in writing or by electronic transmission at the principal place of business of the Association or to the Chairperson or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any or all of the Directors who were elected by a class of Members voting as a class or by the Board of Directors may be removed by a majority vote of such class of Members or Board of Directors, respectively. Unless otherwise specified by law or the Certificate of Incorporation, any Director may be removed by a majority of the other Directors then in office for engaging in any conduct, either within or without the Association, that is contrary to the interests of the Association or to the advancement of the Association's business or industry goals.

Section 4.6 Vacancies

(a) Vacancies on the Board of Directors occurring as a result of the death, resignation or removal of a Director shall be filled by the vote of a majority of Directors then in office, whether or not less than a quorum, or by a sole remaining Director. The term of a Director so elected shall be the unexpired portion of the term of the Director being replaced.

(b) In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law or these By-laws, may exercise the powers of the full Board of Directors until the vacancy is filled.

Section 4.7 Place of Meetings

The Board of Directors may hold meetings, both regular and special, either within or without the State of Delaware.

Section 4.8 Regular Meetings

Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors; provided that any Director who is absent when such a determination is made shall be given prompt notice of such determination. A regular meeting of the Board of Directors may be held without notice immediately after and at the same place as the annual meeting of Members.

Section 4.9 Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson, Secretary, or on the written request of two or more Directors, or by one Director in the event that there is only one Director in office. Two business days' notice to each Director, either personally or by telecopy, commercial delivery service, electronic transmission, or similar means sent to his or her business or home address, or three business days' notice by written notice deposited in the mail, shall be given to each Director by the Secretary or by the Officer or one of the Directors calling the meeting. A notice or waiver of notice or any waiver by electronic transmission of a meeting of the Board of Directors need not specify the purposes of the meeting.

Section 4.10 Quorum, Action at Meeting, Adjournments

(a) Except where a greater percentage is required under these By-laws or applicable law, at all meetings of the Board of Directors a majority of Directors then in office, shall constitute a quorum for the transaction of business and the act of a majority of such Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, the Certificate of Incorporation or these By-laws.

(b) No Director whose attendance and voting rights have been suspended shall be counted for purposes of determining a quorum, the number of Directors then in office or the number of Directors required for voting purposes, unless otherwise required by law, these By-laws or the Certificate of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, a majority of the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. In the event that one or more of the Directors shall be disqualified from voting at any meeting upon any matter, then the required quorum as it relates to the consideration of such matter shall be reduced by one for each such Director so disqualified.

Section 4.11 Action by Consent

(a) Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting and without prior notice if a majority of Directors then in office (or such greater number of Directors as may be required by law or the By-laws of the Association for the taking of any such action at a meeting) consent thereto in writing or by electronic transmission, and the writing or writings, or electronic transmission or transmissions, are filed with the minutes of proceedings of the Board of Directors, provided that:

(i) such written consent shall have been sent simultaneously to all Directors then in office for their consideration;

(ii) prompt written notice of any action so taken is given to those Directors who have not consented in writing or by electronic transmission; and

(iii) two or more such Directors have not objected to the taking of any such action by written notice delivered to the Association within ten business days following the date that written notice of the Directors action is mailed or otherwise delivered to such Directors.

Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

(b) Notwithstanding the foregoing, the ability of two or more non-consenting Directors to prevent the taking of an action by written consent under clause 4.11(a)(iii) above shall not prevent any such action from being taken at a later date at an actual meeting of the Board of Directors.

(c) Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of any Board Committee may be taken in the manner set forth in the preceding clauses 4.11(a) and (b).

Section 4.12 Telephonic Meetings

Unless otherwise restricted by the Certificate of Incorporation or these By-laws, members of the Board of Directors or of any Board Committee may participate in a meeting of the Board of Directors or of any Board Committee, as the case may be, by means of conference telephone, video conference equipment, or other communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 4.13 Inspection Rights

Every Director shall have the absolute right at any time to inspect, copy and make extracts of, in person or by agent or attorney, all books, records and documents of every kind, and to inspect the physical properties of the Association.

Section 4.14 Fees and Compensation

Directors shall not receive any stated salary or reimbursements for their services as Directors; provided that, by resolution of a majority of the Board of Directors, the Association may reimburse Directors for expenses incurred while acting on behalf of the Association and/or expenses incurred in attending meetings of the Board of Directors, in such amounts as the Board of Directors may determine to be appropriate. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity as an Officer, agent, employee or otherwise, and receiving compensation therefor. The Directors may also approve reimbursement of expenses for members of Board Committees in connection with their service on such Board Committees.

ARTICLE V

EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 5.1 Executive Committee

The Board of Directors shall annually elect an Executive Committee, consisting of the Chairperson, the Secretary, the Treasurer and, if so desired, one or more other Directors. The Board of Directors may designate one or more Directors as alternate members of such Executive Committee, who may replace any absent member at any meeting of such Executive Committee. The Executive Committee, subject to any limitations imposed by the Certificate of Incorporation, these By-laws, statute and/or resolution adopted by the Board of Directors, shall have and may exercise all of the powers of the Board of Directors; provided, however, that the Executive Committee shall have no authority with respect to:

(a) Approving or adopting, or recommending to the Voting Members, any action or matter (other than the election or removal of Directors) expressly required by law to be taken only with the approval of the Voting Members;

(b) Adopting, amending or repealing any provision of these By-laws ..

Section 5.2 Nominating Committee

The Board of Directors shall annually elect a Nominating Committee, consisting of the Chairperson, the Vice Chairperson, and a third Director selected by the Board of Directors. The Nominating Committee shall annually review all nominees to serve as Directors, and shall propose a slate of nominees to the Board of Directors for its approval and submission to the Voting Members.

Section 5.3 Other Committees of the Board of Directors

The Board of Directors may, by resolution adopted by a majority of the Directors then in office (provided a quorum is present), create such audit, nominating, compensation and other Board Committees, each consisting of one or more Directors appointed by the Board of Directors, as the Board of Directors may from time to time deem advisable, to perform such general or special duties as may from time to time be delegated to any such Board Committees by the Board of Directors, subject to the limitations imposed by the Certificate of Incorporation or by these By-laws. No such Board Committee shall have the power or authority to take any action prohibited by Section 5.1 above to be taken by the Executive Committee. The Board of Directors may designate one or more Directors as alternate members of any Board Committee, who may replace any absent member at any meeting of such Board Committee. Any such Board Committee or Board Committees shall have such powers, duties and name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each Board Committee shall keep regular minutes of its meetings and make such reports to the Board of Directors as the Board of Directors may request.

Section 5.4 Meetings of Committees of the Board of Directors

Except as otherwise provided in these By-laws or by resolution of the Board of Directors, each Board Committee may adopt its own rules governing the time and place of holding and the method of calling its meetings and the conduct of its proceedings and shall meet as provided by such rules, but unless otherwise provided by resolution of the Board of Directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these By-laws for the conduct of the business of the Board of Directors.

Section 5.5 Term of Office of Members of Committees of the Board of Directors

Each member of a Board Committee shall serve for such term as shall be established at the time of his or her election.

Section 5.6 Committees of the Members

(a) From time to time, the Board of Directors may establish such member committees (“Member Committees”) as it deems to be appropriate. Each Member, so long as it remains a Member in good standing, shall be entitled to attend (in the case of an Individual Member) or be represented on (in the case of a Corporate Member) each such Member Committee. Unless otherwise specified in these By-laws or by the Board of Directors, each Member Committee may have such sub-committees, working groups and special interest groups as from time to time may be approved by such Member Committee, within the strategic direction established by the Board of Directors (each a “Sub-Group”).

(b) Member Committees may make recommendations to the Board of Directors concerning Work Product and amendments and enhancements to Work Product, but all Work Product and amendments and enhancements thereto shall only be adopted by the vote of the Board of Directors, unless otherwise provided in the charter for such Member Committee.

ARTICLE VI

OFFICERS

Section 6.1 Officers

The Officers of the Association shall be a Chairperson, a Treasurer and a Secretary, each of whom shall also be a Director; provided, however, that at the option of the Board, the Treasurer need not be a director, in which case the individual so elected shall become an ex officio member of the Board. Unless otherwise provided by vote of the Directors with respect to the Treasurer and Secretary, each such officer shall be elected from among the Directors. The Association may also have, at the discretion of the Board of Directors, an Executive Director, one or more Vice-Chairpersons, one or more Assistant Secretaries and/or Assistant Treasurers, and

such other Officers with such titles, terms of office and duties as may be elected in accordance with the provisions of Section 6.3. The Chairperson shall preside over meetings of the Board of Directors. One person may hold two or more offices unless the Certificate of Incorporation or these By-laws otherwise provide.

Section 6.2 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Executive Committee, or, at its discretion, left open, except in the case of the Chairperson, Secretary and Treasurer.

Section 6.3 Election

The initially elected officers of the Association shall serve until the third annual meeting of Members and until their successors are elected and qualified. Commencing with its first annual meeting after the third annual meeting of Members, and at each annual meeting of the Directors thereafter, the Board of Directors, shall choose a Chairperson, a Secretary and a Treasurer. Other Officers may be elected by the Board of Directors at such meeting, and any or all Officers may be replaced, at any other meeting of, or by written consent of, the Board of Directors.

Section 6.4 Tenure

Each Officer of the Association shall hold office until his or her successor is chosen and qualifies, unless a different term is specified in the vote choosing or electing him or her, or until his or her earlier death, resignation or removal. Any Officer elected by the Board of Directors may be removed at any time for cause by the Board of Directors or a Board Committee duly authorized to do so. Any Officer may resign by delivering his or her written resignation to the Association at its principal place of business or to the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6.5 Chairperson

The Chairperson shall have all of the powers normally associated with the role of chief executive officer and shall preside at all meetings of the Board of Directors and the Members. The Chairperson shall oversee the management of the business of the Association and see that all orders and resolutions of the Board of Directors are carried into effect, and shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Association, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of the Association

Section 6.6 Executive Director

The Executive Director (if any) shall be a non-voting, *ex officio* member of the Board of Directors, shall preside over the day-to-day affairs of the Association under the direction of the Board of Directors and the Chairperson, and shall perform such other duties and have such other powers as the Board of Directors or the Chairperson may from time to time prescribe.

Section 6.6 Vice-Chairpersons

In the absence of the Chairperson or in the event of his or her inability or refusal to act, a Vice-Chairperson, or if there be more than one Vice-Chairperson, the Vice-Chairpersons in the order designated by the Board of Directors (or in the absence of any designation, then in the order determined by their tenure in office), shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairpersons shall perform such other duties and have such other powers as the Board of Directors or the Chairperson may from time to time prescribe.

Section 6.7 Secretary

The Secretary shall have such powers and perform such duties as are incident to the office of Secretary, and shall:

- (a) Prepare and maintain lists of Members and their addresses as required;
- (b) Attend all meetings of the Board of Directors and all meetings of the Members and record all the proceedings of the meetings of the Association and of the Board of Directors in a book to be kept for that purpose and perform like duties for the standing Board Committees when required;
- (c) Give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and perform such other duties as may be from time to time prescribed by the Board of Directors, and be under their supervision; and
- (d) Have custody of the corporate seal of the Association and the Secretary, or an Assistant Secretary, have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by signature of the Secretary or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other Officer to affix the seal of the Association and to attest the affixing by such Officer's signature.

Section 6.8 Assistant Secretaries

The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors, the Chairperson or the Secretary (or if there be no such determination, then in the order determined by their tenure in office), shall, in the absence of the Secretary or in the event of his or her inability or refusal to act, perform the duties and

exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors, the Chairperson or the Secretary may from time to time prescribe. In the absence of the Secretary or any Assistant Secretary at any meeting of Members or Directors, the person presiding at the meeting shall designate a temporary or acting Secretary to keep a record of the meeting.

Section 6.9 Treasurer

The Treasurer shall perform such duties and shall have such powers as may be assigned to him or her by the Board of Directors or the Chairperson. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairperson and the Board of Directors, when the Chairperson or Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Association.

Section 6.10 Compensation

The compensation, if any, of the Officers shall be fixed from time to time by the Board of Directors, and no Officer shall be prevented from receiving such compensation by reason of the fact that the Officer is also a Director of the Association.

ARTICLE VII

NOTICES

Section 7.1 Delivery

(a) Whenever, under the provisions of law, or of the Certificate of Incorporation or these By-laws, written notice is required to be given to any Director or Member, such notice may be given by mail, addressed to such Director or Member, at his, her or its address as it appears on the records of the Association, with postage thereon prepaid. Unless written notice by mail is required by law, the Certificate of Incorporation or another provision of these By-laws, and subject to the provisions below relating to notice by electronic transmission to Members, written notice may also be given by electronic mail, telecopy, commercial delivery service, or similar means, addressed to such Director or Member at his, her or its address as it appears on the records of the Association. Without limiting the manner by which notice otherwise may be given effectively to Members, any notice to Members given by the Association under any provision of law, the Certificate of Incorporation, or the By-laws, unless written notice by mail is required by law, the Certificate of Incorporation or another provision of these By-laws, shall be effective if given by a form of electronic transmission consented to by the Member to whom the notice is

given. Any consent by a Member to receive notice by electronic transmission shall be revocable by that Member by written notice to the Association. Any such consent shall be deemed revoked if (1) the Association is unable to deliver by electronic transmission two consecutive notices given by the Association in accordance with such consent and (2) such inability becomes known to the Secretary or an Assistant Secretary of the Association or to the transfer agent, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

(b) Notice given pursuant to this Section shall be deemed given: (1) if by facsimile telecommunication (A) to a Member, when directed to a number at which the Member has consented to receive notice and (B) to a Director, when directed to the number for such Director as it appears on the records of the Association; (2) if by electronic mail to (A) a Member, when directed to an electronic mail address at which the Member has consented to receive notice and (B) to a Director, when directed to the electronic mail address for such Director as it appears on the records of the Association; (3) if by a posting on an electronic network together with separate notice to the Member or Director of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; (4) if by any other form of electronic transmission, when directed to the Member or Director; (5) if by in-hand delivery or oral notice, at the time it is actually given; (6) if by mail, at the time when the same shall be deposited in the United States mail; and (7) if by commercial delivery carrier or similar means, at the time when the same shall be deposited with the carrier, in each case the transmission charge to be paid by the Association or the person sending such notice and not by the addressee. An affidavit of the Secretary or an Assistant Secretary or of the transfer agent or other agent of the Association that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(c) For purposes of these By-laws, “electronic transmission” means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

(d) Without limiting the foregoing, the Association adopts electronic mail as its principal source of communication with its Members. Each Member acknowledges and agrees that the Association shall not be under any obligation (except as required by law or these By-laws) to send any notice to any Member by any means other than electronic mail, and it is therefore the responsibility of each Member to avail itself of and make such arrangements as may be necessary to receive notice in such fashion.

Section 7.2 Waiver of Notice

Whenever any notice is required to be given under the provisions of law or of the Certificate of Incorporation or of these By-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, or a waiver by electronic transmission by the person entitled to notice, shall be deemed equivalent thereto.

ARTICLE VIII

INDEMNIFICATION

Section 8.1 Actions other than by or in the Right of the Association

The Association shall indemnify any person 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 Association) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably 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 Association, and, with respect to any criminal action or proceedings, had no reasonable cause to believe this conduct was unlawful. 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 Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 8.2 Actions by or in the Right of the Association

The Association shall indemnify any person 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 Association to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise 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 he or she reasonably believed to be in or not opposed to the best interests of the Association; provided, however, 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 unless, and only to the extent that, the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of the State of Delaware or such other court shall deem proper.

Section 8.3 Success on the Merits

To the extent that any person described in Section 8.1 or 8.2 of this Article VIII has been

successful on the merits or otherwise in defense of any action, suit or proceeding referred to in said Sections, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 8.4 Specific Authorization

Any indemnification under Section 8.1 or 8.2 of this Article VIII (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of any person described in said Sections is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Sections. Such determination shall be made (1) by a majority vote of such Directors who were not parties to such action, suit or proceeding, even though less than a quorum or (2) by the Members of the Association.

Section 8.5 Advance Payment

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of any person described in said Section to repay such amount if it shall ultimately be determined that he or she is not entitled to indemnification by the Association as authorized in this Article VIII.

Section 8.6 Non-Exclusivity

The indemnification and advancement of expenses provided by, or granted pursuant to, the other Sections of this Article VIII shall not be deemed exclusive of any other rights to which those provided indemnification or advancement of expenses may be entitled under any By-law, agreement, vote of Voting Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 8.7 Jurisdiction of Delaware Court of Chancery

The Delaware Court of Chancery is vested with exclusive jurisdiction to hear and determine all actions for advancement of expenses or indemnification. The Delaware Court of Chancery may summarily determine the Association's obligation to advance expenses (including attorney's fees).

Section 8.8 Insurance

The Board of Directors may authorize the Association to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his

or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article VIII.

Section 8.9 Continuation of Indemnification and Advancement of Expenses

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall continue as to a person who has ceased to be a Director, Officer, employee or agent of the Association and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 8.10 Severability

If any word, clause or provision of this Article VIII or any award made hereunder shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

Section 8.11 Intent of Article

The intent of this Article VIII is to provide for indemnification and advancement of expenses to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware. To the extent that such Section or any successor section may be amended or supplemented from time to time, this Article VIII shall be amended automatically and construed so as to permit indemnification and advancement of expenses to the fullest extent from time to time permitted by law.

ARTICLE IX

BOOKS AND RECORDS

Section 9.1 Books and Records

The Association shall keep adequate and correct books and records of account, minutes of the proceedings of the Members, the Board of Directors and Board Committees, and a record of the Members giving their names and addresses and the class of Membership held by each.

Section 9.2 Form of Records

Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 9.3 Reports to Directors, Members and Others

The Board of Directors shall cause such reports to be prepared, filed and/or distributed as may be required.

Section 9.4 Record Date

In order that the Association may determine the Members entitled to notice of or Voting Members entitled to vote at any meeting of Members or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any distribution, if any, permitted by law and the Association's then current federal and state tax status, or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of Membership or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty days nor fewer than ten days before the date of such meeting, nor prior to the adoption of the resolution by the Board of Directors fixing such record date. A determination of Members of record entitled to notice of or Voting Members entitled to vote at a meeting of Members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting. If no record date is fixed, the record date for determining Members entitled to notice of or Voting Members entitled to vote at a meeting of Members shall be at the close of business on the day before the day on which notice is given or, if notice is waived, at the close of business on the day before the day on which the meeting is held. The record date for determining Members entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the day on which the first written consent is delivered to the Association. The record date for determining Members entitled to express consent to corporate action in writing without a meeting, when prior action by the Board of Directors is necessary, shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

Section 9.5 Registered Members

The Association shall be entitled to recognize the exclusive right of a person registered on its books as a Member or a representative of a Member to receive distributions, if any, and to vote, if such records indicate that such person is a Voting Member or a representative of a Voting Member, and to hold liable for Financial Obligations each Member registered on its books, and shall not be bound to recognize any equitable or other claim to or interest in Membership on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the Delaware General Corporation Law.

ARTICLE X

CERTAIN TRANSACTIONS

Section 10.1 Transactions with Interested Parties

No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other

organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because such Director or Officer (or other director or officer) is present at or participates in the meeting of the Board of Directors or Board Committee which authorizes the contract or transaction or solely because his, her or their votes are counted for such purpose, if:

(a) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or such Board Committee, and the Board of Directors or such Board Committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(b) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Voting Members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Voting Members; or

(c) The contract or transaction is fair as to the Association as of the time it is authorized, approved or ratified, by the Board of Directors, a Board Committee, or the Voting Members.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or Board Committee that authorizes the contract or transaction.

ARTICLE XI

GRANTS, CONTRACTS, LOANS, ETC.

Section 11.1 Grants

The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Association, may be authorized by the Board of Directors. The Board of Directors may authorize any Officer or Officers, agent or agents, in the name of and on behalf of the Association to make any such grants, contributions or assistance.

Section 11.2 Execution of Contracts

The Board of Directors may authorize any Officer, employee or agent of the Association, in the name and on behalf of the Association, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited.

Section 11.3 Checks, Drafts, Etc.

All checks, drafts and other orders for the payment of money out of the funds of the

Association, and all notes or other evidences of indebtedness of the Association, shall be signed on behalf of the Association in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 11.4 Deposits

The funds of the Association not otherwise employed shall be deposited from time to time to the order of the Association in such banks, trust companies, or other depositories, or shall be otherwise invested, as the Board of Directors may select or direct, or as may be selected or directed by an Officer, employee or agent of the Association to whom such power may from time to time be specifically delegated by the Board of Directors.

ARTICLE XII

GENERAL PROVISIONS

Section 12.1 Fiscal Year

The fiscal year of the Association shall be determined, and may be changed, by resolution of the Board of Directors.

Section 12.2 Reserves

The Directors may set apart out of any funds of the Association a reserve or reserves for any proper purpose and may abolish any such reserve.

Section 12.3 Seal

The Board of Directors may, by resolution, adopt a corporate seal. The corporate seal shall have inscribed thereon the name of the Association, the year of its organization and the word "Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The seal may be altered from time to time by the Board of Directors.

Section 12.4 Proprietary Rights

(a) Except as specifically provided to the contrary in such policies and procedures as may from time to time be approved by the Board of Directors, all information disclosed by any participant during any official meeting or activity of the Association, including but not limited to Member meetings, Member Committee meetings, Sub-Group meetings, Board of Directors meetings, meetings of Board Committees and sub-committees thereof, electronic mail or the like, shall be deemed to have been disclosed on a non-confidential basis, but without waiver of any rights represented by valid patents, patent applications, and Federal and international statutory copyrights.

(b) No express or implied right, whether by implication, estoppel, or otherwise, to any patent, copyright, trademark, trade secret, or other intellectual property right of any Member is or shall be deemed to be granted to the Association or to any other Member by reason of its membership in or participation in the activities of the Association, except as may be provided in a separate written agreement.

(c) No Member shall at any time be required to exchange proprietary information with any other Member solely by reason of its being a Member of the Association.

ARTICLE XIII

ANTITRUST COMPLIANCE

Section 13.1 General

The Association will conduct all of its activities in conformance with all international, U.S. federal and state antitrust laws, including the Sherman Act, the Clayton Act, the Robinson-Patman Act and the Federal Trade Commission Act. The Board of Directors and the Chairperson shall consult legal counsel and seek legal review whenever necessary to insure that the activities of the Association are conducted in conformance with such laws.

Section 13.2 Availability of Intellectual Property

It is the good faith objective of the Association (i) to make all Intellectual Property available as soon as its development and adoption by the Association is complete on the same terms to all Members who have not participated in the development or determination of such Intellectual Property as well as to all those Members who have participated, (ii) to make all such Intellectual Property available at the same point in time to all Members, and (iii) to make all such Intellectual Property available to all non-Members on fair and reasonable terms and conditions.

Section 13.3 No Obligation to Endorse

No Member shall, by reason of its Membership or participation in the Association or otherwise, be obligated to license from the Association, use or endorse any Intellectual Property (as defined in Section 2.6) developed or endorsed by the Association, or to conform any of its products to any standards or Work Product developed or adopted by the Association, nor shall any such Member be precluded from independently licensing, using or endorsing similar intellectual property, software, Work Product or documentation developed by it or by others.

ARTICLE XIV

AMENDMENTS

Except where such power is expressly limited by law, the Certificate of Incorporation or these By-laws as to any specific action, these By-laws may be altered, amended or repealed, and new By-laws may be adopted, in each case by an affirmative majority vote of (i) the Board of Directors or (ii) the Voting Members then in good standing, at any annual meeting of the Voting Members or regular meeting of the Board of Directors or at any special meeting of the Voting Members or of the Board of Directors, provided, however, that in the case of a regular or special meeting of Voting Members, notice of such alteration, amendment, repeal or adoption of new By-laws shall be contained in the notice of such meeting.

Register of Amendments to the By-laws

<u>Date</u>	<u>Section Affected</u>	<u>Change</u>
August 15, 2011	6.1	Amended to permit the Treasurer to be a non-Board Member
October 5, 2011	3.6	Quorum for an Individual Member vote lowered from 20% to 10%
	3.10	Percentage of Members required to vote via written consent lowered to the percentage of the same class of Members required to take the same action at an in-person meeting
February 21, 2013	2.4(a)	Number of Individual Members elected to the Board changed from 4 to a minimum of 30% of total Board members
	2.5(a)	Number of Corporate Members elected to the Board changed from 11 to a minimum of 30% of total Board members
	2.5(iii)	Changed number of user accounts for Corporate Members from unlimited to up to 150
	3.11	Added in that the Nomination Committee will establish the total number of Board seats available for each class of membership
	4.2	Changed the least number of Board seats from 1 to 10
March 31, 2014	4.3(b)	Implemented staggered Board elections and two-year Director terms going forward