



Open eHealth

**BYLAWS
OF
OPEN eHEALTH FOUNDATION**

Approved by the Board of Directors July, 17th 2008



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ARTICLE I

PURPOSES

Section 1.1 Purposes.

The Corporation is a Delaware nonstock, nonprofit Corporation formed to promote and represent the common business interests of its Members and to improve the business conditions in the fields of health care, technology infrastructure, and software applications in health care, and to conduct or engage in any lawful activities that are in furtherance of the purposes of the Corporation or incident there to and for which corporations may be organized under the Delaware General Corporation Law (“DGCL”). The Corporation is an international association of suppliers and users of products and services that support information technology in the health care industry. The specific objectives include, but are not limited to, the development of application development platforms and infrastructure components to ensure compatibility between the various health care applications, software programs and technical equipment used in the health care industry; to develop such framework and infrastructure based on proven standards to enable health care applications to communicate with each other and to exchange data; to promote the further adoption of technology, particularly software, in health care; and to make the fruits of its efforts available to the industry under an Open Source license. The Corporation will operate Open Source projects, which will provide Members and other interested parties with an open, consensus-based, industry forum, through conferences and a formal Project Management Team process, for collaborative work on the development of a common platform and framework. The Corporation is not a standards-setting body, but expects to work closely with standards organizations to make standards-based products or services compatible with open system applications. The Corporation will engage in marketing activities for its own purposes and to promote the Open Source infrastructure components and application framework. The Corporation may engage in the advocacy and promotion of public policy consistent with its purposes and objectives.

Section 1.2 Nonprofit Status

The Corporation will apply for tax-exempt status as a business league within the meaning of section 501(c)(6) Internal Revenue Code of 1986, as amended (the “Code”) and similar provisions of applicable state laws, and is not empowered to engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(6) of the Code. The officers of the Corporation shall have broad discretion to curtail activities of Members in its name which conflict with the tax exempt purposes of the Corporation, and the Board of Directors may impose sanctions upon Members when necessary to protect the integrity of the Corporation’s tax status. The Corporation may not engage in political activity. The Corporation may not engage in any business activities ordinarily engaged in for profit and may not provide any particular services to Members.

ARTICLE II

Registered Offices and Registered Agents

Section 2.1 Delaware

The address of the initial registered office in the State of Delaware and the name of the initial registered agent of the corporation at such address are set forth in the Certificate of Incorporation. The corporation may, from time to time, designate a different address as its registered office or a different person as its registered agent, or both; provided, however, that such designation shall become effective upon the filing of a statement of such change with the Secretary of State of the State of Delaware as is required by law.

Section 2.2 Other States

In the event the corporation desires to qualify to do business in one or more states other than Delaware, the corporation shall designate the location of the registered office in each such state and designate the registered agent for service of process at such address in the manner provided by the law of the state in which the corporation elects to be qualified.

ARTICLE III

Meetings of Members

Section 3.1 Place of Meetings

Meetings of the members shall be held at the principal office of the corporation or any other place (within or outside the State of Delaware and within or outside the United States) designated in the notice of the meeting.

Section 3.2 Annual Meeting

A meeting of the members shall be held annually at such time as the Board of Directors may determine (which shall be, in the case of the first annual meeting, not more than thirteen (13) months after the organization of the corporation and, in the case of all other meetings, not more than thirteen (13) months after the date of the last annual meeting), at which annual meeting the members shall elect a Board of Directors and transact other proper business.

Section 3.3 Special Meetings

Special meetings of the members shall be held when directed by the Chairman, President or the Board of Directors, or when requested in writing by not less than ten percent (10%) of all members entitled to vote at the meeting. The call for the meeting shall be issued by the Secretary, unless the Chairman, President, Board of Directors or members requesting the meeting shall designate another person to do so.

Section 3.4 Notice

Written notice 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, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail, by or at the direction of the Chairman, President, the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears in the membership records of the corporation, with postage thereon prepaid.

Notwithstanding the above paragraph, the corporation shall not be required to give notice of a members' meeting to any member to whom notice of two consecutive annual meetings, and all notices of meetings or of the taking of action by written consent without a meeting to such member during the period between such two consecutive annual meetings, have been mailed under the procedures outlined above and have been returned undeliverable. Any action or meeting which shall be taken or held without notice to such member shall have the same force and effect as if such notice had been duly given. If any such member delivers to the corporation a written notice setting forth his or her then current address, the requirement that notice be given to such member shall be reinstated.

Section 3.5 Notice of Adjourned Meetings

When a meeting is adjourned to another time or place, the corporation shall not be required to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting, any business may be transacted that might have been transacted at the original

meeting. If, however, the adjournment is for more than thirty (30) days, or if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in Section 3.4 above, to each member of record on the new record date entitled to vote at such meeting.

Section 3.6 Waiver of Notice

Whenever notice is required to be given to any member, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. Attendance by a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the members need be specified in the written waiver of notice.

Section 3.7 Fixing Record Date

(a) For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than 60 nor less than 10 days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining members entitled to notice of or to vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of members of record entitled to notice of or 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.

(b) For purposes of determining the members entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining members entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by the General Corporation Laws of the State of Delaware, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the corporation having custody of the books in which proceedings of meetings of members are recorded. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by the General Corporation Law of the State of Delaware, the record date for determining members entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

(c) For purposes of determining the members entitled to exercise any rights, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than 60 days prior to such action. If no record date is fixed, the record date for determining members for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 3.8 Record of Members Having Voting Rights

The officer or agent having charge of the membership records of the corporation shall prepare and make, at least ten (10) days before each meeting of members, a complete list of the members entitled to vote at such meeting, arranged in alphabetical order, and showing the name, address, telephone number, facsimile number and electronic mail address of each member. For a period of ten (10) days prior to such meeting, the list shall be open to the examination of any member, for any purpose germane to the meeting, during ordinary business hours, either at a place within the city where such meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where such meeting is to be held. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member at any time during the meeting. Upon the willful neglect or refusal of the directors to produce such a list at any meeting for the election of directors, such directors shall be ineligible for election to any office at such meeting.

Section 3.9 Member Quorum

Except as otherwise required by law, by the Certificate of Incorporation or by these Bylaws, one-third (1/3) of the members entitled to vote, represented in person or represented by proxy, shall constitute a quorum at a meeting of members. When a specified item of business is required to be voted on by a class of members (if the members are divided into classes), one third (1/3) of such class of members, represented in person or represented by proxy, shall constitute a quorum for the transaction of such item of business by that class of members. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number or voting by class is required by the General Corporation Law of the State of Delaware or by the Certificate of Incorporation or by these Bylaws. The directors shall be elected by a plurality of the votes of the members present in person or represented by proxy at the meeting and entitled to vote on the election of directors. Where a separate vote by class of members is required, the affirmative vote of a plurality of members of such class represented at the meeting shall be the act of such class unless the vote of a greater number is required by the General Corporation Law of the State of Delaware, the Certificate of Incorporation or these Bylaws.

After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number of members in person or represented by proxy entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

After a quorum has been established at a members' meeting, the subsequent admission of new members, so as to increase the number of members required for a quorum above the number of members present in person or represented by proxy entitled to vote at the meeting, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

Section 3.10 Voting

Each member (except emeritus members) shall be entitled to one vote on each matter submitted to a vote at a meeting of the members, except as may otherwise be provided in the General Corporation Law of the State of Delaware.

A member may vote either in person or by proxy executed in writing by the member or his or her duly authorized attorney-in-fact.

Section 3.11 Proxies

Every member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting, or a member's duly authorized attorney-in-fact, may authorize another person or persons to act for him/her by proxy.

Every proxy must be signed by the member or his or her attorney-in-fact. No proxy shall be valid after three (3) years from its date, unless otherwise provided in the proxy. All proxies shall be revocable.

Section 3.12 Action by Members without a Meeting

Any action required to be taken or which may be taken at any annual or special meeting of members of the corporation, may be taken without a meeting, without prior notice and without a vote, if a written consent setting forth the action so taken shall be signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted; provided, however, that no written consent shall be effective unless such consent (i) bears the date of signature by each member signing such consent and (ii) is delivered to the corporation within sixty (60) days of the date on which the earliest consent was delivered to the corporation. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

ARTICLE IV

Members

Section 4.1 Admission of Members

To be eligible for membership, a person or entity must be nominated by a current member of the corporation and must complete a written membership application in such form as shall be adopted by the Board of Directors from time to time. The nomination must be included in a notice to the members, if any, of the corporation at least ten (10) days prior to any vote on the applicant's admission, which notice may be by electronic means. The initial members of the corporation shall be admitted upon the affirmative vote of the Board of Directors of the Corporation at the initial meeting of the Board of Directors. Thereafter, members of the corporation shall be admitted as members of the corporation only by a majority vote of the existing members of the corporation, and after receipt by the Secretary of a membership application completed by each such proposed member within thirty (30) days following the vote.

Section 4.2 Emeritus Members

An emeritus member is a former member whose membership has been suspended and converted to emeritus status, either voluntarily or by action of the members, such that all membership rights of the emeritus member, including the right to vote and be counted for purposes of quorum, are suspended and terminated until the emeritus member's membership is reinstated by subsequent action of the members.

Upon the effective date of conversion of the membership of any member to emeritus status, the membership, including all related voting rights, of such member shall be suspended, except that such emeritus member shall be entitled to attend (but not vote) at meetings of the members, and the officers of the corporation shall attempt, in good faith, to continue to deliver notices of meetings of the members of the corporation to such emeritus member. References in these Bylaws to a "member" or to the "members" of the corporation shall not include any emeritus member unless explicitly provided otherwise.

Section 4.3 Voluntary Conversion of Membership to Emeritus Status

Members may convert their membership to emeritus status at any time upon ten (10) days' written, signed notice delivered to an officer of the corporation.

Section 4.4 Involuntary Conversion of Membership to Emeritus Status

Upon an affirmative vote of a two-thirds majority of the members of the corporation, the membership of a member shall be converted into an emeritus membership.

Section 4.5 Reinstatement of Membership of Emeritus Members

Upon receipt of a written request and a new membership application from an emeritus member and upon an affirmative vote of a majority of the members of the corporation approving such membership application, such emeritus member membership shall be reinstated as a full member of the corporation, and shall be entitled to exercise all rights as a member of the corporation, including all related voting rights.

Section 4.6 Voluntary Withdrawal from Membership

Members (including emeritus members) may withdraw from membership in the corporation at any time upon ten (10) days' written, signed notice delivered to an officer of the corporation.

Section 4.7 Termination from Membership

No member may have his, her or its membership terminated except by an affirmative vote of a two-thirds majority of the members of the corporation.

Section 4.8 Effect of Withdrawal or Termination of Membership

Upon any withdrawal or termination of the membership of any member, the membership, including all related voting rights, of such member shall be terminated. After a withdrawal or termination of the membership of any member, or a conversion of the membership of any member to emeritus status, such member may reapply for membership in accordance with Section 4.1 of these Bylaws.

ARTICLE V

Directors

Section 5.1 Powers

The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these Bylaws specifically reserved to the members.

Section 5.2 Qualification

Directors need not be residents of Delaware or of the United States nor members of the corporation.

Section 5.3 Compensation

The Board of Directors shall have authority to fix the compensation of directors unless otherwise provided in the Certificate of Incorporation.

Section 5.4 Number

The corporation shall initially have five (5) directors. Thereafter, the number of directors shall be fixed by the members at each annual meeting of members.

Section 5.5 Election and Term

Each person named in the Certificate of Incorporation or elected by the incorporator(s) at the organization meeting, as the case may be, as a member of the initial Board of Directors shall hold office until the first annual meeting of members and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal or death.

At the first annual meeting of members and at each annual meeting thereafter, the members shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal or death.

Section 5.6 Resignation and Removal of Directors

A director may resign at any time upon written request to the corporation. Furthermore, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the majority of the members entitled to vote for the election of directors or as otherwise provided in the General Corporation Law of the State of Delaware.

Section 5.7 Vacancies

Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the authorized number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors or by a sole remaining director. If there is more than one class of members, vacancies of directorships elected by such class may be filled by a majority of the directors elected by such class or by a sole remaining director. A director elected to fill a vacancy shall hold office only until the next election of directors by the members.

Section 5.8 Quorum and Voting

A majority of the number of directors fixed in accordance with these Bylaws shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5.9 Executive and Other Committees

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate an Executive Committee from among its members and such other committees consisting of at least one director as determined by the Board of Directors from time to time. Each committee, to the extent provided in such authorizing resolution, shall have and may exercise all the power and authority of the Board of Directors in the management of the business and affairs of the corporation, as limited by the laws of the State of Delaware.

The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent or disqualified member or members at any meeting of such committee. In the absence or disqualification of any member of any such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Section 5.10 Place of Meetings

Regular and special meetings of the Board of Directors may be held within or outside the State of Delaware and within or outside the United States.

Section 5.11 Time, Notice and Call of Meetings

Regular meetings of the Board of Directors shall be held immediately following the annual meeting of members each year and at such times thereafter as the Board of Directors may fix. No notice of regular directors' meetings shall be required.

Special meetings of the Board of Directors shall be held at such times as called by the Chairman of the Board, the President of the corporation, or any two (2) directors. Written notice of the time and place of special meetings of the Board of Directors shall be given to each director by personal delivery, telegram, cablegram, or telefax at least two (2) days before the meeting, or by notice mailed to each director at least five (5) days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice, either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or conveyed, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Members of the Board of Directors may participate in a meeting of such Board or of any committee designated by such Board by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

Section 5.12 Action without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all the members of the board or committee, as the case may be, consent thereto in writing, and such writing is filed with the minutes of the proceedings of the board or committee. Such consent shall have the same effect as a unanimous vote.

Section 5.13 Director Conflicts of Interest

No contract or other transaction between the corporation and one or more of its directors or between the corporation and any other corporation, partnership, association or other organization in which one or more of the directors of the corporation are directors or officers or are financially interested, shall be void or voidable solely because of such relationship or interest or solely because such director or directors are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because his or her or their votes are counted for such purpose, if:

A. The material facts as to the director's relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or committee, and the Board of Directors or committee in good faith authorizes, approves or ratifies 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 their relationship or interest and as to the contract or transaction are disclosed or known to the members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of such members; or

C. The contract or transaction is fair as to the corporation at the time it is authorized, approved or ratified by the Board of Directors, a committee of the Board of Directors or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes approves or ratifies such contract or transaction.

ARTICLE VI

Officers

Section 6.1 Officers

The officers of the corporation shall consist of a President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. A Chairman of the Board, one or more Vice Chairmen, one or more Vice Presidents, and such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 6.2 Duties

The officers of the corporation shall have the following duties:

A. Chairman of the Board. The Chairman of the Board, if one is elected, shall preside at all meetings of the Board of Directors and members and shall have such other duties and authority as may be conferred by the Board of Directors.

B. Vice Chairman. The Vice Chairman, if one is elected, shall, in the absence or disability of the Chairman of the Board, perform the duties and exercise the powers of the Chairman of the Board. The Vice Chairman shall also perform whatever duties and have whatever powers the Board of Directors may from time to time assign him/her. If more than one Vice Chairman is elected and the Chairman is absent or becomes disabled, the Board of Directors shall choose one Vice Chairman to perform the duties and exercise the powers of the Chairman.

C. President. The President shall be the chief executive officer of the corporation and shall have general and active management of the business and affairs of the corporation (other than the management of projects managed by a Project Management Committee), subject to the direction of the Board of Directors. If a Chairman of the Board is not elected, the President shall preside at all meetings of the Board of Directors and members.

D. Vice President. The Vice President, if one is elected, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. He or she also shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign him or her. If more than one Vice President is elected, one thereof shall be designated as Executive Vice President and shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and each other Vice President shall only perform whatever duties and have whatever powers the Board of Directors may from time to time assign him or her.

E. Secretary and Assistant Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the members and directors. The Secretary shall give all notices required by law and by these Bylaws. In addition, the Secretary shall have general charge of the corporate books and records and of the corporate seal, and he or she shall affix, or attest the affixing of, the corporate seal to any lawfully executed instrument requiring it. The Secretary shall have general charge of the membership records of the corporation and shall keep, at the registered or principal office of the corporation, a record of the members showing the name, address, telephone number, facsimile number and electronic mail address of each

member. The Secretary shall sign such instruments as may require his or her signature and, in general, shall perform all duties as may be assigned to him or her from time to time by the Chairman, the President or the Board of Directors. The Assistant Secretary, if one is appointed, shall render assistance to the Secretary in all the responsibilities described above.

F. Treasurer and Assistant Treasurer. The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of members, and shall perform such other duties as may be prescribed by the Chairman, the President or the Board of Directors. The Assistant Treasurer, if one is appointed, shall render assistance to the Treasurer in all of the responsibilities described above.

Section 6.3 Project Management Committees

In addition to the officers of the corporation, the Board of Directors may, by resolution, establish one or more Project Management Committees consisting of at least one officer of the corporation, who shall be designated chairman of such committee, and may include one or more other members of the corporation. Unless elected or appointed as an officer in accordance with Sections 6.1 and 6.4 of these Bylaws, a member of a Project Management Committee shall not be deemed an officer of the corporation.

Each Project Management Committee shall be responsible for the active management of one or more projects identified by resolution of the Board of Directors which may include, without limitation, the creation or maintenance of "open-source" software for distribution to the public at no charge. Subject to the direction of the Board of Directors, the chairman of each Project Management Committee shall be primarily responsible for project(s) managed by such committee, and he or she shall establish rules and procedures for the day to day management of project(s) for which the committee is responsible.

The Board of Directors of the corporation may, by resolution, terminate a Project Management Committee at any time.

Section 6.4 Election and Term

The officers of the corporation and the members of each existing Project Management Committee shall be appointed by the Board of Directors or appointed by an officer empowered by the Board to make such appointment. Such appointment by the Board of Directors may be made at any regular or special meeting of the Board. Each officer shall hold office and each member of a Project Management Committee shall serve on such committee for a period of one year or until his or her successor is elected and qualified or until his or her earlier resignation or removal.

Section 6.5 Removal of Officers

Any officer or agent and any member of a Project Management Committee elected or appointed by the Board of Directors may be removed by the Board whenever, in its judgment, the best interests of the corporation will be served thereby.

Section 6.6 Vacancies

Any vacancy, however occurring, in any office or any Project Management Committee may be filled by the Board of Directors.

Section 6.7 Compensation

The compensation, if any, of all officers of the corporation and of all members of each existing Project Management Committee shall be fixed by the Board of Directors and may be changed from time to time by a majority vote of the Board of Directors. The fact that an officer is also a director shall not preclude such person from receiving compensation as either a director or officer, nor shall it affect the validity of any resolution by the Board of Directors fixing such compensation. The President shall have authority to fix the salaries, if any, of all employees of the corporation, other than officers elected or appointed by the Board of Directors and members of Project Management Committees.

ARTICLE VII

Books and Records

Section 7.1 Books and Records

The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors and committees of directors.

The corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of the name, address, telephone number, facsimile number and electronic mail address of each member, together with the date of any withdrawal or termination of such member's membership, or any conversion of such member's membership to emeritus status.

Each member shall be responsible for notifying the corporation of changes to such member's address, telephone number, facsimile number or electronic mail address.

Any books, records and minutes may be in written form or in any other form capable of being converted into clearly legible written form within a reasonable time.

Section 7.2 Members' Inspection Rights

Any person who is a member, upon written demand under oath stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any time during the corporation's usual hours for business, for any proper purpose as determined under the General Corporation Law of the State of Delaware, the corporation's membership records and its other books and records and to make copies or extracts there from.

ARTICLE VIII

Corporate Seal

The Board of Directors shall provide a corporate seal which shall have the name of the corporation inscribed thereon, and may be a facsimile, engraved, printed, or an impression seal.

ARTICLE IX

Amendment

These Bylaws may be altered, amended or repealed by the Board of Directors or by the members, and new Bylaws may be adopted by the Board of Directors or by the members. No alteration, amendment or repeal of these Bylaws shall be effective unless and until the corporation attempts, in good faith, to give notice to the members of the corporation of such alteration, amendment or repeal at least fifteen (15) days prior to the effective date of such alteration, amendment or repeal, which notice may be by electronic means.

ARTICLE X

Limits on Liability of Directors

To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director.

ARTICLE XI

Indemnification of Officers and Directors

Section 11.1 Right to Indemnification

Each 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 corporation), by reason of the fact that he or she is or was a director, officer or member of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement to the fullest extent now or hereafter permitted by applicable law as long as such person acted in good faith and in a manner that such person reasonably believed to be in or not be opposed to the best interests of the corporation; provided, however, that the corporation shall indemnify any such person seeking indemnity in connection with an action, suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof) was authorized by the Board of Directors.

Section 11.2 Advance Payment of Expenses

Expenses (including reasonable attorneys' fees) incurred by any person who is or was an officer, director or member of the corporation, or who is or was serving at the request of the corporation as an officer or director of another corporation, partnership, joint venture, trust or other enterprise, in defending any civil, criminal, administrative or investigative action, suit or proceeding, shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that he or she is not entitled under applicable law to be indemnified by the corporation.

Section 11.3 Right of Claimant to Bring Suit

If a claim under this Article is not paid in full by the corporation within ninety (90) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any action or proceeding in advance of its final disposition where the required undertaking has been tendered to the corporation unless such action is based on the claimant having committed an act involving moral turpitude) that the claimant has not met the standards of conduct which make indemnification permissible under the General Corporation Law of the State of Delaware, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel, or its members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 11.4 Contract Rights

The provisions of this Article shall be a contract between the corporation and each director, officer or member to which this Article applies. No repeal or modification of these Bylaws shall invalidate or detract from any right or obligation with respect to any state of facts existing prior to the time of such repeal or modification.

Section 11.5 Rights Non-exclusive

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 11.6 Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, member, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another 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 corporation would have the power to indemnify him or her against such liability under the provisions of this Article or of applicable law.

Section 11.7 Definitions

For purposes of this Article, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued, and references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

Section 11.8 Continued Coverage

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

ARTICLE XII

General Provisions

Section 12.1 Checks

All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 12.2 Fiscal Year

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

Section 12.3 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 12.4 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors shall direct.

Section 12.5 Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 12.6 Counterpart Execution, Facsimile Execution

Any document requiring the signature of the directors and/or members may be executed in any number of counterparts with the same effect as if all of the required signatories had signed the same document. Such executions may be transmitted to the corporation and/or the other directors and/or members by facsimile and such facsimile execution shall have the full force and effect of an original signature. All fully executed counterparts, whether original executions or facsimile executions or a combination, shall be construed together and shall constitute one and the same agreement.

