

Bylaws of the The Open Secure Access Coalition

Article 1 - Name

Section 1. Name. The name of this non-profit corporation shall be The Open Secure Access Coalition. The Open Secure Access Coalition is hereafter referred to in these bylaws as the "Corporation".

Section 2. Office. The principal office of the Corporation shall be in North Carolina. The Corporation may have such other offices as may from time to time be designated by the Board of Directors, which is referred to in this Corporation as the Steering Committee.

Article 2 - Purpose

The Corporation facilitates discussion and education of issues related to data security, access and transfer among systems and services providers within the automotive retailing marketplace. The Corporation also develops and promulgates security guidelines for the access, use, transfer and storage of automotive dealership data (the Corporation's "Data Security Guidelines"). The Corporation's geographic focus is initially limited to North America. Because automotive retailing is a global marketplace, it is anticipated that the Corporation's activities may extend beyond North America. And, while the Corporation's focus is initially limited to the automotive retailing marketplace, it is anticipated that the Corporation's activities may extend to related retail marketplaces, such as used vehicles, motorcycles, boats and recreation vehicles.

The Corporation will conduct itself in a businesslike manner. All activities of the Corporation will be conducted in accordance with all applicable state, local and federal laws, and regulations, as covered in Article 13, Compliance with Legal Requirements.

Article 3- Membership

Section 1. Classes and Dues Categories.

The members shall be made up of the following classes and dues categories:

(a) Classes of Membership

The membership of the Corporation shall be open to the following groups within the automotive retail industry:

(1) Dealers:

- i. persons, legal or individual, that own and operate franchised new motor vehicle retail dealerships; and
- ii. dealer organizations, including state and national dealer associations

(2) Non-Dealers:

- i. motor vehicle manufacturers or distributors of motor vehicles.
- ii. Retail System Providers (RSPs), including companies that develop and/or offer computer systems, software, web-based services and marketplaces, and related services for the motor vehicle market.
- iii. other companies that participate in the motor vehicle market. The Steering Committee shall make final determination if an applicant is eligible for membership.

(b) Dues Membership Categories

The Steering Committee shall set the dues for each category, Dealer and Non-Dealer. Both categories shall have full voting privileges and may be elected to the Steering Committee.

Section 2. Application for Membership.

Any person, individual, partnership, corporation, or other legal entity eligible for membership under these Bylaws may apply for membership upon written application on forms provided by the Corporation.

Section 3. Duration of Membership and Resignation.

Each Member may terminate Membership in the Corporation at any time by providing written notice to the Corporation. All rights, privileges, and interest of a Member in or to the Corporation shall cease on the termination of membership. Member termination shall be effective upon receipt of written notice and the Member's fulfillment of all financial obligations to the Corporation through the date of termination.

Section 4. Suspension and Expulsion.

Any membership may be suspended or terminated for cause as determined by the Steering Committee. For purposes of this provision, the term ("cause") includes but is not limited to non-payment of dues and fees as provided in Article 4, violations of the Antitrust Compliance Guidelines or these Bylaws or any rule or practice duly adopted by the Corporation or conduct deemed prejudicial to the interests of the Corporation.

Section 5. Voting Rights.

All Members in good standing shall be entitled to vote in all matters requiring membership vote, as described above. Such Member voting rights may only be modified by petition signed by at least 1/3 of the members, or Steering Committee resolution and approved as follows:

- (a) The voting rights of a class of member may not be changed without the approval of two thirds of the members present of the effected class.
- (b) A Steering Committee Member may not be removed without the approval of two thirds of the Steering Committee members present.
- (c) The Articles of Incorporation and these Bylaws may not be amended without the approval of 75% of members present, and as outlined in Article 14.
- (d) The Antitrust Compliance Guidelines may not be changed without the approval of two thirds of all members present.
- (e) All other actions require simple majority approval.

Section 6. Voting.

- (a) **Membership Voting.** Voting shall be conducted at regularly scheduled general corporation meetings (“General Meetings”) in accordance with Section 5 above. Voting by the membership at large shall take place at General Meetings and only by members in attendance at such General Meetings (the “Must Be Present to Vote Rule”). The Steering Committee, in its sole discretion, may create an exception to the Must Be Present to Vote Rule and require balloting by the membership at large or permit membership voting by proxy. Such exception shall be determined in the Steering Committee’s sole discretion and on a case-by-case basis. Voting shall be accomplished in accordance with these Bylaws. A majority of the votes cast shall be required to determine any action.
- (b) **Steering Committee Voting.** Steering Committee voting shall be conducted at scheduled Steering Committee meetings. Such Steering Committee meeting may be conducted by virtue of telephone conferences. See Article 6.
- (c) **Publication of Voting Results.** The Steering Committee will publish or disclose the final vote tally for any balloted item upon which the membership voted, including the election of Steering Committee members. The vote tally information released shall be limited to a statement of how many votes were received in favor of a ballot item or candidate, and if ballot item, how many votes against the ballot item were cast. In fairness to all parties, the Corporation will not provide information or analysis beyond a vote tally, and the voting results as determined by the Steering Committee shall be conclusive.

Section 7. Membership Responsibilities

- (a) Membership shall have as its primary responsibility a commitment to active participation in group activities and discussions. Members agree to cooperate with the Steering Committee or other committees on projects by promptly returning communications requiring their response, such as a vote or a generic questionnaire. Each Member shall notify the Membership Committee (See Article 8, Section 3) of the person authorized to represent the Member at Corporation activities, and also notify the Membership Committee of changes in the authorized representative. To ensure timely, consistent communications from the organization, Member companies or its authorized representative shall be email accessible via the Internet. While email is the preferred means of communication, recipients will be notified by telephone when documents sent by email require attention in less than 2 business days. A designated Member company authorized representative or email address will be identified on all email communications to Member companies.
- (b) It shall be the responsibility of Members in acting as a member to operate in accordance with the principles adopted by the Corporation. Member companies shall endeavor to support and implement the guidelines developed and adopted by the Corporation.

Section 8. Non-Members at Meetings.

Upon written request and approval by an officer or a co-chair of the Membership Committee, an entity eligible for membership may attend annual, regular, or other meetings as a Non-Member. A Non-Member may attend any one (1) meeting without charge as a non-participating, non-voting, non-paying guest. If the Non-Member wishes to participate in the first meeting it attends, it shall be required to pay a fee. Non-Members may attend meetings thereafter as a participating Non-Member and shall be required to pay a fee to attend each meeting. The Steering Committee, in its sole discretion, shall determine and periodically adjust such fee. Non-Members shall not be entitled to vote on any issue before the Corporation.

Article 4 - Dues

Section 1. Annual Dues.

The Steering Committee will determine the annual dues for members of the Corporation, which may be increased or decreased by a vote of the majority of the Steering Committee. Dues paid to the Corporation shall be assessed on a calendar-year basis and are neither retroactive nor refundable. Therefore, the Corporation will not provide a refund of a member's dues should a member wish to terminate its membership.

Section 2. New Membership Dues.

For the first year of membership, any new member joining the Corporation prior to July 31st must pay full membership dues. If a new member wishes to join on or after August 1st for that given calendar year, membership dues will be calculated at a pro-rated amount (number of months left in the year times 1/12 of the annual dues).

Section 3. Lapsed Membership.

Members who fail to pay their dues within thirty (30) days from the time they are due shall be notified by a Steering Committee designee authorized to provide such notice. If payment is not made within thirty (30) days of the date when notice of non-payment was sent, without further notice and without hearing, such Member's membership in the Corporation shall be terminated and the Member shall forfeit all rights and privileges of membership. Unless otherwise agreed, termination pursuant to this provision will be effective on the 30th day of non-payment after notice of non-payment. The Steering Committee may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a Member and for good cause shown.

Article 5 - Meetings

Section 1. Annual and Regularly Scheduled meetings.

There shall be one annual meeting of the membership each calendar year at a location to be determined by the Steering Committee. The Steering Committee shall set the time and place of the annual meeting at least six months in advance of such meeting. The Steering Committee, in its sole discretion, shall determine whether such annual meeting will be held in person or by alternative means or method, such as telephone conference. The Steering Committee shall provide the membership notice of the time and place of the annual meeting at least thirty (30) days but no longer than sixty (60) days in advance of such meeting by U.S. Mail or by email .

The Annual Meeting Agenda shall include at a minimum:

- (a) Review of Financial Status of the Corporation
- (b) Review of Upcoming Priorities and Agenda Items
- (c) Election of Steering Committee Members

Section 2. Special Meetings.

Special meetings of the members may be called by the Chair or by any three (3) Steering Committee Members, or may be called by the Chair upon the written request of 25% of Active membership of the Corporation. Notice of any special meeting shall be mailed to each member at their last recorded address at least thirty-five (35) days in advance, with a statement of the time and place of the meeting and information as to the subject or subjects to be considered.

Section 3. Waiver of Notice.

The Steering Committee, in its sole discretion, may waive notice of any meeting at any time prior to the time set for such meeting. The attendance of a member at any meeting shall constitute waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as provided by law or these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or waiver of notice of such meeting for the notice or waiver to be effective.

Section 4. Quorum.

A majority of the dues paying Members of the Corporation are required to constitute a quorum at any meeting.

Section 5. Member Expenses.

Members shall pay their own travel, room, and incidental expenses related to attendance of all Corporation meetings.

Article 6 - Board of Directors/Steering Committee

Section 1. Duties.

The Board of Directors shall be known and referred to as the Steering Committee and have supervision over the control and direction of the affairs of the Corporation. All of the powers associated with a Board of Directors shall be vested in the Steering Committee. The Steering Committee will perform any and all duties imposed on it by law, by the Articles of Incorporation, or by these Bylaws to protect the Corporation's non-profit status under Section 501(c)(6) of the Internal Revenue Code.

Section 2. Number.

The Corporation shall have not less than nine (9) nor more than twelve (12) Members on the Steering Committee. The organization will endeavor to have a Steering Committee made up of a group of Members representing the different classes of membership. The number may be changed as provided for in Article 14 or as required by applicable law.

Section 3. Composition.

The Steering Committee shall be directed by a Steering Committee Chair and a Steering Committee Co-Chair. The term of office for the Steering Committee Chair, Steering Committee Co-Chair, and other chair positions, shall be one year. The Steering Committee Members in attendance at the annual meeting shall nominate the Chairs and Co-Chair, each nomination must be seconded and the nominee will be duly elected by a majority vote of the Steering Committee present at the meeting, provided a quorum of sixty percent of the Steering Committee members exists. Candidates may decline their nomination for office. It shall be the responsibility of the Steering Committee to assure adherence to these Bylaws with appropriate authority to investigate and rule on exceptions or non-compliance. The Steering Committee Chair shall be the ranking member of the Steering Committee and shall preside at regular group meetings during his or her term.

Section 4. Parliamentary Authority.

Standard and usual parliamentary rules shall govern all deliberations. Conflicts between such authority and these Bylaws shall be resolved in favor of the Bylaws.

Section 5. Meetings and Special Meetings.

Steering Committee meetings may be held in person, via teleconference call or other mode of communication allowed by law at such times as designated by the Chair and/or upon demand of a majority of the Steering Committee Members then in office. In accordance with the applicable statute, Steering Committee Members will be notified of all meetings at least four (4) days in advance of such meeting by email, mail or other lawful mode of transmittal.

Section 6. Special Meetings.

Special meetings of the Steering Committee may be called by the Chair, or by a majority of the Steering Committee Members then in office, who may fix any place as the place for holding any special meeting and information and subject or subjects to be considered. Notice of any special meeting shall be mailed or transmitted by other lawful means to each Steering Committee Member at his or her last recorded address at least two (2) days in advance.

Section 7. Waiver of Notice.

The Steering Committee, in its sole discretion, may waive notice of any meeting at any time prior to the time set for such meeting. The attendance of a Steering Committee Member at any meeting shall constitute waiver of notice of such meeting, except where the Steering Committee Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as provided by law or these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or waiver of notice of such meeting for the waiver or notice to be effective.

Section 8. Quorum.

Unless otherwise provided for herein, a majority of the members of the Steering Committee shall constitute a quorum at any meeting of the Steering Committee.

Section 9. Conduct.

Meetings of the Steering Committee shall be presided over by the Chair, or in his or her absence, the Co-Chair. In the absence of either person, a temporary chair will be chosen by a majority of Steering Committee Members present at the meeting.

Section 10. Compensation.

Steering Committee Members shall not receive any compensation for their services as Steering Committee Members.

Section 12. Resignation or Removal.

Any Steering Committee Member may resign at any time by giving written notice to the Chair or Co-Chair. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the Chair but in no case later than 72 hours from when the written notice was received by the Chair or Co-Chair. Any Steering Committee Member may be removed by a majority vote of the other Steering Committee Members then present on the Steering Committee at any regular or special meeting at which a quorum, as defined in Section 8 of this Article, is present. Written notice of removal shall be promptly given.

Section 13. Vacancies.

Notwithstanding Section 3 of this Article, any vacancies that may occur on the Steering Committee by reason of death, resignation, or otherwise may be filled by the majority vote of the then remaining members of the Steering Committee electing one of the candidates nominated by the remaining members of the Steering Committee. A Steering Committee Member elected to fill a vacancy will sit as a Steering Committee Member for the remainder of the term of the member whose seat was vacated.

Section 14. Terms of Office.

Each Steering Committee Member shall hold office until the next annual meeting for election of the Steering Committee as specified in these Bylaws, and until his or her successor is elected and qualifies. The term of office shall be two (2) years with approximately an equal and proportionate number of members of the Steering Committee replaced each year. In order to create staggered terms, the first Steering Committee will be elected to staggered terms with an approximately equal number of Steering Committee Members elected to one or two year terms. Thereafter, each Steering Committee Member will be elected to a two-year term. A Steering Committee Member may serve multiple terms.

Section 15. Manner of Acting.

The act of a majority of the Steering Committee Members present at a meeting at which a quorum is present shall be the act of the Steering Committee, unless the act of a greater number is required by law or these Bylaws. Steering Committee Members may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

Section 16. Action Without Meeting.

By written agreement of all Members of the Steering Committee, any action required or permitted to be taken by the Steering Committee under any provision of law or these Bylaws may be taken without a meeting.

Article 7 – Officers

Section 1. Definition.

The officers of the Corporation are the Chair, Co-Chair, Secretary and Treasurer. The Steering Committee shall elect these officers annually at the time of the Corporation's annual meeting. Officers may hold multiple offices. New offices may be created and filled at any meeting of the Steering Committee. Election shall be by written ballot and a majority of the votes cast by the Steering Committee shall elect such officers.

Section 2. Term.

Each elected officer shall take office at the annual meeting and serve for a term of one year and until his or her successor is duly elected and qualified. An officer may serve multiple terms.

Section 3. Vacancies.

A vacancy in any office may be filled for the balance of the term by a majority vote of the Steering Committee Members in attendance at any regular or special meeting.

Section 4. Chair.

The Chair is the principal elected officer of the organization and presides at meetings of the Corporation and the Steering Committee and shall be a member ex-officio, with the right to vote, on all matters except those involving nominations to the Steering Committee. He or she will also perform or cause other duties to be performed as directed by the Steering Committee. Unless otherwise directed by the Steering Committee, the Chair is not charged with executive or administrative responsibilities in the management and continuing conduct of the Corporations affairs.

Section 5. Co-Chair.

The Chair may delegate or direct the Co-Chair to perform his or her duties in the event of his or her temporary disability or absence from meetings. The Co-Chair shall have other duties as the Chair or the Steering Committee may assign. The Co-Chair shall be the initial point of contact or liaison between the Corporation and external contacts. The Co-Chair shall also serve as the Communications Chair and be the primary liaison with the dealers, dealer organizations, manufacturers, and RSPs.

Section 6. Secretary.

The Secretary is responsible for the maintaining of all official documents of the Corporation as required by the Steering Committee or by law. The Secretary is also to perform duties incident to the office of Secretary as may be required by law, the Chair or the Steering Committee.

Section 7. Treasurer.

The Treasurer shall keep an account of all monies received and expended for the use of the Corporation, and shall disburse or cause to be disbursed the funds of the Corporation as directed by the Steering Committee. He or she will make available at all reasonable times the books of account and financial records to any Member of the Steering Committee. With the approval of the Steering Committee, the Treasurer may appoint one or more assistant treasurers, to perform such duties as the Treasurer may delegate to the assistant(s). The Treasurer shall have other duties as the Chair or the Steering Committee may assign.

Section 8. Administration and Management.

By a majority vote of the Steering Committee, the administration and management of the Corporation may be contracted to a company or individual(s) to carry out the executive or administrative duties and responsibilities of the Corporation. Contracted responsibilities will be determined on an annual basis as determined by the Steering Committee. Hereinafter, these companies or individuals(s) shall be referred to as Corporation Staff.

Article 8 - Committees Generally

Section 1. Committees.

The Chair, subject to the approval of the Steering Committee, shall annually appoint such standing, special, or subcommittees as may be required by the Bylaws or as he or she may find necessary. All committee members must be in good standing of the Corporation.

Section 2. Task Forces.

The Chair, subject to the approval of the Steering Committee, shall also appoint ad hoc committees, working groups or task forces as may be necessary. All committee members must be in good standing of the Corporation.

Section 3. Membership Committee.

The Membership Committee shall be responsible for maintaining the organization's member representation. A Membership Chair shall be elected by the Steering Committee and shall serve a term of one year. The Membership Chair shall be a member of the Steering Committee and shall appoint Membership Committee members annually from the membership at large. The Membership Committee Chair shall also be supported by the Corporation Staff. The Membership Committee shall be responsible for contacting possible new members for the Corporation and making recommendations for new members to the Steering Committee, which may approve new members by majority vote. The Membership Committee may consider the willingness of potential members to support the Corporation's purpose, see Article 2 above, and fulfill the membership responsibilities discussed in Article 3, section 7, above, as well as any other membership criteria adopted and published by the Steering Committee. The Membership Committee shall be responsible for initiating actions described in Article 3, Section 4 above, Suspension and Expulsion, with all final decisions regarding Suspension or Expulsion to be made by the Steering Committee.

Article 9 – Seal

The Corporation may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument except as otherwise provided by law.

Article 10 - Fiscal Year

The fiscal year shall commence on the first day of January and shall end on the last day of December, unless otherwise stated in a resolution of the Steering Committee.

Article 11 – Indemnification

Section 1. Definitions

For purposes of this Article 11, the following definitions shall apply:

- (a) “Act” means the North Carolina Nonprofit Corporation Act, effective July 1, 1994, and all amendments and additions thereto.
- (b) “Corporation” means The Open Secure Access Coalition as a corporation as such term is defined in Section 55A-8-50(b)(1) of the Act.
- (c) “Director” means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation’s request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving as a director, officer, manager, partner, trustee, employee or agent of an employee benefit plan at the Corporation’s request if such director’s duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. “Director” includes, unless the context requires otherwise, the estate or personal representative of a Director.
- (d) “Expenses” means expenses of every kind incurred in defending a Proceeding, including, but not limited to, legal, accounting, expert and investigatory fees and expenses.
- (e) “Indemnified Officer” shall mean each officer of the Corporation who is also a Director of the Corporation and each other officer of the Corporation who is designated by the Board of Directors from time to time as an Indemnified Officer. An Indemnified Officer shall be entitled to indemnification hereunder to the same extent as a Director, including, without limitation, indemnification with respect to service by the Indemnified Officer at the Corporation’s request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise. “Indemnified Officer” includes, unless the context requires otherwise, the estate or personal representative of an Indemnified Officer.
- (f) “Liabilities” means any obligation to pay any or all of the following: a judgment, a settlement, a penalty, a fine (including an excise tax assessed with respect to an employee benefit plan) and reasonable expenses, including, but not limited to, attorneys’ fees of opposing parties incurred with respect to a Proceeding.

- (g) "Proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and any appeal therein (and any inquiry or investigation that could lead to such a proceeding).

Section 2. Statement of Intent.

The Corporation shall indemnify the Directors and the Indemnified Officers to the maximum extent permitted by the Act.

Section 3. Indemnification.

In addition to, and not in any way in limitation of, all indemnification rights and obligations otherwise provided by law, the Corporation shall indemnify and hold harmless its Directors and Indemnified Officers against all Liabilities and Expenses in any Proceeding (including, without limitation, a Proceeding brought by or on behalf of the Corporation itself) arising out of their status as Directors or officers, or their service at the Corporation's request as a director, officer, manager, partner, trustee, employee or agent of another foreign or domestic corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise, or their activities in any such capacity; provided, however, that the Corporation shall not indemnify a Director or an Indemnified Officer against Liabilities or Expenses that such person may incur on account of activities of such person which at the time taken were known or believed by him or her to be clearly in conflict with the best interests of the Corporation. The Corporation shall also indemnify each Director and Indemnified Officer for his or her reasonable costs, expenses and attorneys' fees incurred in connection with the enforcement of the rights to indemnification granted herein, if it is determined in accordance with Section 4 of this Article 11 that the Director or Indemnified Officer is entitled to indemnification hereunder.

The Board of Directors shall have the authority to adopt such resolutions pertaining to the implementation of this Section 3 of this Article 11 as it may from time to time determine, and such resolutions shall be given full effect, even though they supplement, amplify or go beyond the provisions of this Section 3 of this Article 11, provided and to the extent such resolution does not violate any provision of the Act or the Articles of Incorporation. This Article 11, Section 3 shall be construed in a manner to fully effect the purpose and intent of the resolution of the Board of Directors approving and adopting this provision.

Section 4. Determination.

Any indemnification under Section 3 of this Article 11 shall be paid by the Corporation in a specific case only after a determination that the Director or Indemnified Officer has met the standard of conduct set forth in Section 3 of this Article 11. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of the members thereof not at the time parties to the Proceeding;
- (b) if a quorum cannot be obtained under Section 4(a), by a majority vote of a committee duly designated by the Board of Directors (in which designation members thereof who are parties to the Proceeding may participate), consisting solely of two or more members of the Board of Directors not at the time parties to the Proceeding;
- (c) by special legal counsel (i) selected by the Board of Directors or a committee thereof in the manner prescribed in Section 4(a) or (b); or (ii) if a quorum of the Board of Directors cannot be obtained under Section 4(a) and a committee cannot be designated under Section 4(b), selected by a majority vote of the full Board of Directors (in which selection members thereof who are parties in the Proceeding may participate).

The Board of Directors shall take all such action as may be necessary and appropriate to enable the Corporation to pay the indemnification required by this Article 11.

Section 5. Advances for Expenses.

The Expenses incurred by a Director or an Indemnified Officer in defending a Proceeding may be paid by the Corporation in advance of the final disposition of such Proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director or Indemnified Officer to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation against such Expenses. Subject to receipt of such undertaking, the Corporation shall make reasonable periodic advances for Expenses pursuant to this Section 5, unless the Board of Directors shall determine, in the manner provided in Section 4 of this Article 11 and based on the facts then known, that indemnification under this Article 11 is or will be precluded.

Section 6. Reliance and Consideration.

Any Director or Indemnified Officer who at any time after the adoption of this Article 11 serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right, however, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article 11. No amendment, modification or repeal of this Article 11 shall adversely affect the right of any Director or Indemnified Officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

Section 7. Insurance.

The Corporation may purchase and maintain insurance on behalf of its directors, officers, employees and agents and those persons who were or are serving at the request of the Corporation in any capacity with another corporation (whether a business or nonprofit corporation), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against or incurred by such person 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 such person against such liability under the provisions of this Article 11 or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee, agent or other person identified above made to or on behalf of a person entitled to indemnification under this Article 11 shall relieve the Corporation of its liability for indemnification provided for in this Article 11 or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the Corporation with respect to such payment.

Section 8. Savings Clause.

If this Article 11 or any portion hereof shall be invalidated on any ground by any court or agency of competent jurisdiction, then the Corporation shall nevertheless indemnify each person indemnified hereunder to the fullest extent permitted by the portion of this Article 11 that is not invalidated and also to the fullest extent permitted or required by applicable law.

Article 12 - Dissolution

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Corporation. Upon dissolution of the Corporation, any remaining Corporation funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Steering Committee.

Article 13 - Compliance with Legal Requirements

All activities of the Corporation shall be conducted in accordance with state, local and federal law and regulations. The Steering Committee shall adopt Antitrust Compliance Guidelines which will be observed during all meetings, conference calls, and other activities of the Corporation.

Article 14 – Amendments

The Bylaws may be modified from time to time as needed. Any member may propose an amendment to the Bylaws by sending a copy of the suggested change in the Bylaws to each member of the organization at least 30 days prior to a regularly scheduled meeting at which the change shall be considered. Suggested change(s) in the Bylaws shall be discussed at regularly scheduled meetings and amendments must be approved by 75% of the members present at the meeting at which the amendment is considered. Changes shall require republication of the entire section(s) in which change(s) were made, and new editions shall indicate the change(s) and the date of change(s). Distribution of the amended section(s) shall be the responsibility of the Membership Chair.

Antitrust Compliance Guidelines

1. Meetings should be held only when there are proper items of substance that justify meeting.
2. In advance of every meeting, a notice of meeting along with an agenda should be sent to each member of the group; the agenda should be specific and such broad topics as "marketing practices," should be avoided.
3. Participants at the meeting should adhere strictly to the agenda. In general, subjects not included on the agenda should not be considered at the meeting.
4. If a member brings up for discussion at a meeting a subject of doubtful legality, he should be told immediately the subject is not a proper one for discussion. This, of course, is the counsel's responsibility, but in the absence of counsel, the Corporation staff representative or any member present who is aware of the legal implications of a discussion of the subject should attempt to halt the discussion. Should the discussion continue, despite protest, it is advisable that Members leave the meeting.
5. Minutes of all meetings should be kept by the Corporation, and they must accurately report what actions, if any, were taken. Minutes of all meetings of the board, committees and membership should be reviewed before their distribution to ensure that they are properly drafted and appropriately reflect the proceedings of the meeting.
6. Secret or "rump" meetings held at the time of the regular meeting are strictly prohibited. Either counsel or an Corporation Staff should usually attend all meetings.
7. During meetings there should be no recommendations with respect to "sensitive" antitrust subjects -- those that relate to price, production markets, and the selection of customers or suppliers. Prices should not be discussed at all. In the less sensitive areas, such as standardization activities, recommendations may be permissible.
8. Members should not be in any way coerced into taking part in Corporation activities. There should be no policing of the industry to see how individual Members are conducting their business.
9. If there is any doubt about a Corporation program or subject of discussion, members should check with Corporation Staff and counsel. Members may also wish to consult with their company's counsel.
10. Members should cooperate with Corporation counsel in all matters, particularly when counsel has ruled adversely about a particular activity.

11. A review of the Corporation's governing documents, including bylaws, board resolutions and policy guidelines should be conducted to be sure that they do not create potential antitrust problems.
12. The Corporation's antitrust policy should be distributed to all directors, officers, members and staff.
13. The Corporation's activities should be continuously monitored to guard against potential antitrust violations.

The following topics are some of the main ones that should not be discussed at meetings of Corporation members:

1. Current or future prices.
2. Fair profit level.
3. Price adjustments.
4. Cash discounts.
5. Credit terms.
6. Market allocation.
7. Wage rates.
8. Refusal to deal with a corporation.

Some of the basic areas of potential Corporation activity that should be carefully scrutinized from an antitrust standpoint are the following:

1. Denial of membership to an applicant.
2. Expulsion of a Member.
3. Conduct of a statistical reporting program.
4. Conduct of a standardization and certification program.
5. Conduct of a joint research program.
6. Establishment and enforcement of codes of ethics.
7. Denial of services to non-members.