

*CUG Bylaws, including Amendments approved Manchester, UK, May 22, 2002, Amendments approved Helsinki, Finland, May 7, 2008, and Amendments approved Alaska, USA, May 25, 2011.*

## **CRAY USER GROUP, INCORPORATED BYLAWS**

### **ARTICLE I - NAME**

**1.1 Name of Corporation.** The name of this Corporation is **Cray User Group**. The abbreviation, **CUG**, may also be used.

### **ARTICLE II - PURPOSES**

**2.1 Principal Purposes.** The principal purposes of the Corporation shall be to provide an open forum to promote the free interchange of information and ideas which are of mutual interest and value to users of high performance computers produced by the associated vendor(s) defined in the CUG Handbook in Section 1.1, and to provide a formal communications channel between Members of the Corporation and members of the associated vendor community. The Corporation shall be an international organization for the purposes of administration.

**2.1.1** Any change in the definition of associated vendors from those defined in the Handbook as of 12/2000 will require a vote of the membership, except changes resulting from

- (a) a change of a current vendor's name, or
- (b) the acquisition of a vendor by a third party and the resultant name change

**2.2 Achieving Purposes.** To achieve these purposes the Corporation shall:

**2.2.1** Organize and conduct meetings, discussion groups, forums, panels, lectures and other similar programs concerned with research and development and the exchange of technical data.

**2.2.2** Publish, as appropriate, the results of its research and make such publications available to the Membership on a noncommittal and a non-discriminatory basis.

**2.2.3** Establish and continually improve standards for communicating computer science research results and programming information to interested members of the public.

**2.3 Conducting Business.** To achieve these purposes, the business of the Corporation shall be conducted as appropriate at meetings of the members (as specified in **Article V** of these Bylaws), by the Board of Directors (as specified in **Article VI** of these Bylaws) and when voting electronically (as specified in **Article V Section 5.8** of these Bylaws).

**2.4 Not for Profit Corporation.** The Corporation shall operate as a not for profit organization.

### **ARTICLE III - DEFINITIONS**

**3.1 The Corporation.** The Cray User Group, an incorporated group.

**3.2 High Performance Computer (HPC).** Any computer system that meets the generally accepted definition of high performance computing as defined by the Board of Directors according to sections 2.1 of the Bylaws, and published in the Handbook.

**3.3 Site. Installation Site or Associate Site.**

**3.3.1 Installation Site.** Any organization responsible for the management, operation, or majority of the utilization of one or more HPC systems as defined in section 3.2.

**3.3.2 Associate Site.** An organization responsible for utilizing a significant portion of one or more of the HPC systems (as defined in section 3.2) at an Installation Site.

**3.4 Member or Member Site.** A Site that has been accepted for membership pursuant to **Article IV**.

**3.5 Site Delegate.** A person professionally associated with High Performance Computer systems at a Member Site designated by that Site to serve as that Site's official spokesperson at any function of the Corporation and to cast that Site's vote on all matters on which the Site may have the right to vote.

**3.5.1 Voting Designated Participant.** The Site Delegate, if absent, may delegate the Site's voting right to a Site Participant according to the rules given by **Sections 5.6 and 5.10**.

**3.5.1.1** A Voting Designated Participant must be designated by the Site Delegate using the written Substitute Voting Form (example given in the Handbook, Appendix C).

**3.6 Site Participant.** Any bona fide user of a Member Site's services. These eligible participants include remote users of a Member Site contingent upon validation by the Site Delegate and upon approval of the Membership Committee. A Site participant is authorized to participate in Corporation functions on behalf of that Member Site.

**3.7 Site Representative.** A Site Delegate or Site Participant.

**3.8 CUG Visitor.** Any individual who is not a Site Representative and who is invited to attend a specific function of the Corporation by a Site Representative, Officer or Board of Directors member and whose attendance at such function shall have the prior approval of the Board

of Directors.

**3.9 Anniversary Meeting.** The general meeting of the Members that is held closest to April 15 each year.

#### **ARTICLE IV - MEMBERSHIP**

**4.1 Membership.** There shall be two (2) classes of membership: Installation Site and Associate Site Membership. Any Installation Site shall be eligible to become a Member. However, Associate Site eligibility will be restricted as described in **Sections 4.4** and **4.5**.

**4.2 Multiple Memberships.** More than one Membership may exist within the same organization with the approval of the Board of Directors.

**4.3 Additional Classes of Members.** The Members, by a majority vote, may create one or more additional classes of membership and affiliation and may prescribe the designations, voting rights, if any, powers and privileges for each such class.

**4.4 Application for Membership.** An Installation or Associate Site desiring to become a Member shall submit a written Membership application to the CUG Secretary. The completed application shall provide such information as shall from time to time be prescribed by the Board of Directors (example shown in the Handbook, Appendix A). An application for an Associate Site Membership requires prior approval from the associated Installation Site if that Site already is a member of CUG. In the event the Installation Site to which the association is being made is not a CUG Member Site, prior approval must come from at least two (2) CUG Board members and the application must be presented to the entire Board.

**4.5 Qualification as Member.** The Membership Committee shall review each application for membership. If the Membership Committee is satisfied with the bona fides thereof, the membership chair shall notify the prospective Site of the said admission. The Membership Committee shall consider all applications received more than four weeks prior to a General Meeting no later than at the next General Meeting. The application may be rejected if, in the judgment of the Membership Committee, the admission would be detrimental to the objectives of the Corporation or if the application is presented to the full Board and does not receive a majority of the votes cast.

**4.6 Obligations of all Members.** Each Member Site shall instruct and cause its Site Representatives to abide by the Bylaws and the rules and regulations of the Corporation as they may from time to time appear.

**4.7 Grounds for Loss of Membership.** A Site shall lose its membership within thirty days after receiving written notice from the Secretary to the Site Delegate that one or more of the following shall have occurred (such notice to state the basis for revocation of membership):

**4.7.1** The Member shall cease to be an Installation or Associate Site, and/or

**4.7.2** The Member shall fail to pay its membership dues.

**4.7.3** The Board shall have determined that the Site has failed to abide by the Bylaws or rules and regulations of the Corporation.

**4.8 Appeal.** Within ninety days of the receipt of notice sent pursuant to **Section 4.7**, the recipient Member may appeal in writing (submission by ordinary mail, fax or e-mail addressed to the President) to the Board of Directors to have the notice set aside. The sole basis upon which such appeal may be made shall be:

**4.8.1** Proof satisfactory to the Board that the ground(s) set forth in the notice is (are) not valid; or

**4.8.2** A statement of extenuating circumstances. The Board of Directors shall act upon an appeal within ninety days of its receipt and shall notify the appellant in writing of its decision within thirty days thereafter.

**4.9 Withdrawal.** A Member may voluntarily withdraw from the Corporation at any time by giving written notification of the desire to so withdraw, said notification to be signed by the Site Delegate and to be directed to the Secretary. Such withdrawal shall become effective upon receipt thereof by the Secretary.

**4.10 Rights of Members.** The right to vote for the election of members of the Board of Directors and officers and to vote on all issues is conferred solely upon the Members. Only a Site Delegate or Participant shall be eligible to be a member of the Board of Directors or to hold elective or appointive office in the Corporation.

**4.11 Fees.** An annual Membership fee payable by Member Sites shall be determined by the Board of Directors. Registration fees shall be payable to cover the cost of meetings, where such fees have been approved by the Board of Directors.

## **ARTICLE V - MEETING OF MEMBERS**

**5.1 General Meetings.** The General Meeting of Members shall be held at least once in each calendar year at such time and place as shall be determined by the Board of Directors and designated by the Board of Directors and designated in the notice or waiver of notice of the meeting. Dates and locations for General and Special Meetings shall be decided by the Board of Directors and, whenever possible, announced

a year in advance. At the Anniversary Meetings the Members entitled to vote shall elect officers and directors as prescribed by **Article VIII**. At any general meeting the Members may transact such business as may properly come before the meeting.

**5.2 Special Meetings.** Special Meetings of the Members may be called at any time by the Board of Directors. Upon receipt of a petition (stating the purpose of the proposed meeting) signed by at least one third of the Site Delegates of Members entitled to participate, the President shall call a Special Meeting.

**5.3 Notices.** Written Notice of General and Special Meetings of the Members of the Corporation shall be given by the President or the Secretary, and sent to each Member Site entitled to participate thereat, by mail or FAX addressed to the Site Delegate at the address appearing on the records of the Corporation, not less than thirty days before the time designated for such meeting.

**5.4 Waiver of Notice.** Any meeting and any action otherwise properly taken thereat shall be valid if notice of the time, place and purposes of such meeting shall be waived in writing, before, at or after such meeting by all Members to whom notices should have been received but were not as provided in these Bylaws.

**5.5 Organization.** At every General Meeting of Members, the President, and in the absence of the President, the Vice President, shall act as the Chair of the meeting. The Secretary shall act as Secretary of the meeting. In case none of the officers above designated to act as the Chair or the Secretary to the meeting respectively, shall be present, the Chair or Secretary of the meeting, as the case may be, shall be chosen by a majority of the votes cast at such meeting by the Members entitled to vote at the meeting.

**5.6 Voting.** The Members shall have the exclusive right to vote on all matters pertaining to the general affairs of the Corporation on which a vote of the Members is required or deemed by the Board of Directors to be desirable. Each Member in good standing shall be entitled to one vote. Voting electronically through the CUG secure server shall be allowed, but shall be restricted to the official Site Delegate.

**5.7 Action by Majority Vote.** All questions submitted to the Members, except as otherwise provided by law or by the Bylaws, shall be decided by a majority of votes cast by Members entitled to vote who shall have voted thereon.

**5.8 Procedures for Voting on Proposals when there is no General Meeting.** Voting electronically shall be permitted

for any item of business. All proposals to be acted upon electronically shall be proposed by at least four Members or proposed by action of the Board of Directors. Proposals shall be addressed to the Secretary. The Secretary shall thereupon cause proposals to be sent to all Members of the Corporation. All Members may, within sixty days, submit comments with respect to said proposals to the Secretary, who shall group or categorize such comments as shall be deemed appropriate, and cause representative commentary to be sent to all Members of the Corporation. The proposal shall then be called to a vote by the Secretary. All electronic ballots shall be cast by the Site Delegate of the Member eligible to vote on the proposal within 30 days of the call for a vote. If a simple majority of those eligible Members voting shall vote in favor of the proposal, it shall be approved.

**5.9 Restrictions.** No Site Delegate, Site participant, CUG Visitor or guest of the Corporation shall engage in employment recruiting or interviewing at any Meeting of Members. Meetings shall not be used for marketing or other commercial purposes.

**5.10 Procedures for Voting at a General Meeting on Proposals and on the Election of Officers and Directors.** At a general meeting where a vote is required, there shall be a specified voting session. Voting shall be allowed by Members who are properly represented at the meeting, as well as Members whose Site Delegates choose to vote electronically. For Site Delegates who choose to vote electronically, their votes must be submitted by 6:00 p.m. (local time of meeting location) the night before the voting session.

**5.10.1** The Site Delegate, if absent from the meeting and not choosing to vote electronically, may delegate the Member's voting right to a Site Participant from his or her Site. This person (Voting Designated Participant as defined in Section 3.5) may not delegate this voting right further.

**5.10.2** The Site Delegate may delegate the Member's voting right to another Site Delegate or Voting Designated Participant. This person may not delegate this voting right further.

**5.10.3** Member Sites may not have more than two such delegated voting rights from other Member Sites.

## **ARTICLE VI - DIRECTORS**

**Note: Article VI** is subject to the provision of **Article XVI** (Consent in Lieu of Meeting).

**6.1 Powers.** The Board of Directors shall exercise all powers of the Corporation, except as otherwise expressly provided by law or by these Bylaws. The members of the Board of Directors shall act only as a board and the individual members shall have no power as such. Among such

powers are:

**6.1.1** Develop and execute Corporation policy.

**6.1.2** Interpret and implement decisions of the Corporation Members and the Board of Directors.

**6.1.3** Approve the Corporation budget and designate an independent certified public accounting firm to audit the Corporation financial records.

**6.1.4** Establish all fees for the Corporation.

**6.1.5** Approve the use of the Corporation name, in whole or in part, by individuals or other organizations.

**6.2 Number.** The number of directors of the Corporation shall not be less than seven. However, the number of directors beyond seven may be increased or decreased by the Members at any General Meeting. The Corporation's President, Vice President, Secretary and Treasurer shall automatically become directors when elected to their office. The retiring President shall automatically become a member of the Board of Directors upon the election of his or her successor as President and shall remain a Director-at-Large for two years. If there is no Past President, the BOD shall appoint a Director-at-Large to a two-year term to complete the full number of members on the Board of Directors. In addition to the aforementioned officers, the Board of Directors shall have at least two other Directors. Any eligible person may be reelected as a director one or more times.

**6.2.1 Designated Director.** By vote of the members at any General Meeting, the positions of one or more of the Directors, other than the officers and Past President, may be designated for special purposes. If no special designation is made, the director will be known as a Director-at-Large. Any previously established designation may be changed by vote of the Members at any General Meeting, however the change will not take effect until the end of the current term of the Designated director.

**6.3 Term of Office.** The tenure of the President and Vice President will be for two years. The tenure of the Secretary and Treasurer will be for two years and will expire on alternating years. The Directors-at-Large shall be elected for terms of two years with half the Directors ending their terms on alternate years. If the last Director position is not being filled by the immediate Past President, the Director filling this position shall have a term of two years. Each Director shall continue in office for the terms noted above until the General Meeting at which the successor is elected and qualified. The term of office of any director may be terminated at any time, with or without cause, by an affirmative vote of two thirds of the votes cast by Members entitled to vote and who shall have voted thereon.

**6.4 Qualification.** To qualify as a director of the Corporation each individual must have a bona fide professional association with a Member remaining for the entire term of office.

**6.5 First Meeting.** Each duly constituted Board of Directors may hold its first meeting for the purpose of organization and the transaction of other business, if a quorum be present, without notice of such meeting, on the same day(s) at the same place the general meeting of Members having elected said Board of Directors is held, and as soon as practicable after such General Meeting. Such first meeting may be held at any other time and place as specified in a notice as hereinafter provided in **Section 6.7** of this Article for Special Meetings of the Board of Directors, or in a waiver of notice thereof.

**6.6 Regular and Special Meetings.** Regular meetings of the Board of Directors may be held at such places and times as may be fixed from time to time by resolution of the Board of Directors to conduct such business that may properly come before it; and unless otherwise required by resolution of the Board of Directors, notice of any such meeting need not be given. The President or the Secretary may call, and upon written request signed by any three directors, the Secretary shall call, Special Meetings of the Board of Directors. Meetings of the Board of Directors shall be held at the place designated in the notice or waiver of notice of such meeting.

**6.7 Notice of Special Meetings.** Notice of Special Meetings of the Board of Directors shall be in writing, signed by the President or the Secretary, and shall be sent to each Director by mail, fax, or e-mail message with a request for acknowledgement addressed to arrive at his or her last known address at least twenty days before the time designated for such meetings.

**6.8 Waiver of Notice.** Any meeting of Directors and any action otherwise properly taken thereat shall be valid if notice of the time, place and purposes of such meeting shall be waived in writing (including mail, fax, or e-mail) before, at, or after such meeting by all Directors to whom timely notices were not sent as provided in these Bylaws.

**6.9 Quorum.** A majority of directors in office, personally present, shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a smaller number may adjourn any such meeting to a later date. At least one day's notice of such adjourned meeting shall be given in the manner provided in section 6.7 of this Article to each director who was not present at such meeting.

**6.10 Action by Majority Vote.** Except as otherwise expressly required by law or by these Bylaws, the act 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.

**6.11 Filling Vacancies.** Any vacancy in the Board of Directors, whether caused by death, resignation, disqualification, removal, increase in the number of Directors or otherwise, may be filled for the unexpired term by a majority vote of the remaining directors, or by the Members at a special meeting called for such purposes. The individual selected must meet the same qualifications as a nominee for a directorship.

**6.12 Reports to the Membership.** The actions of the directors at any meeting of the Board of Directors shall be reported to the Members within sixty days of that meeting.

**6.13 Submission of Matter to Mail Vote of the Members.** The Board of Directors may submit any matter to a mail vote of the Members, when required or deemed advisable or desirable by the Board of Directors. Any such mail vote shall be pursuant to **Section 5.6, 5.7, and 5.8.**

## **ARTICLE VII - OFFICERS**

**7.1 Officers.** The officers of the Corporation shall be the President, Vice President, Secretary and Treasurer, each to have such duties or functions as are provided in these Bylaws or as the Board of Directors may from time to time determine. One person may not hold any two or more of the foregoing offices.

**7.2 Nominations and Elections.** Nominations and elections shall be in accordance with **Article VIII.**

**7.3 Terms and Qualifications.** The term of Office of the President and Vice President shall be two years. The term of Office for the Secretary and Treasurer shall be two years. The terms commence with the election of each officer and end when the successor is elected and qualifies and may be terminated at any time with or without cause, by an affirmative vote of two thirds of the votes cast by Members entitled to vote according to Section 5.7 and who shall have voted thereon.

**7.4 Resignations.** Any Officer may resign at any time, orally or in writing, by notifying the Board of Directors or the President or the Secretary of the Corporation. Such resignation shall take effect at the time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

**7.5 Vacancies.** A vacancy in any office caused by death,

resignation, removal, disqualification or other cause may be filled in accordance with **Section 6.11** for the unexpired portion of the term of the Board of Directors at any regular or special meeting.

**7.6 The President.** The President shall be the chief executive officer of the Corporation and shall have general supervision over the affairs of the Corporation, subject, however, to the control of the Board of Directors. The President shall, if present, preside at all General Meetings, and at all meetings of the Board of Directors. In general, the President shall perform all the duties incident to the office of the chief executive officer of a corporation and such other duties as are provided for by these Bylaws and as from time to time may be assigned to the President by the Board of Directors.

**7.7 The Vice President.** At the request of the President, or in the President's absence the Vice President shall perform all duties of the President and in so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may from time to time be assigned to the Vice President by the President or by the Board of Directors.

**7.8 The Secretary.** The Secretary shall act as Secretary of all meetings of the Board of Directors, and of the Members of the Corporation, and shall keep the minutes thereof in the proper medium to be provided for that purpose. The Secretary shall cause all notices required to be given by the Corporation to be duly given and served; shall have charge of the other books, records and papers of the Corporation; shall cause the report, statements and other documents required by law to be properly kept and filed; shall maintain a current list of Members and be responsible for Membership applications; shall act as editor for correspondence received for publication and distribute this information at intervals not greater than six months; and shall, in general, perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned to the Secretary by the Board of Directors or by the President.

**7.9 The Treasurer.** The Treasurer shall collect, and keep account of all moneys received and expended for the use of the Corporation. The Treasurer shall deposit sums received by the Corporation in the name of the Corporation in such depositories as shall be approved by the Board of Directors; prepare appropriate financial reports for review by the Board of Directors; and be a member of the Finance Committee.

**7.10 Standing Committees.** The following standing committees of the Board of Directors are permanently established.

**7.10.1 Membership,** the Chairperson of which committee shall be the Secretary, and shall consist of not less than two officers or directors appointed by the President.

**7.10.2 Finance,** the Chairperson of which committee shall be the President, and shall consist of the Treasurer and at least one other Director appointed by the President. The Treasurer serves as Secretary of the committee. The duties of the committee shall consist of preparation of the Corporation's budget for approval by the Board of Directors, and review and approval of requests for nonbudgeted expenditures, supervision of accounting methods and procedures, and the preparation of and delivery to members of an annual report of the Corporation's financial status.

## **ARTICLE VIII - ELECTIONS**

**8.1 Nominations.** The Board of Directors shall appoint the Chair of the Nominating Committee and the Chair shall appoint the remaining members. The Nominating Committee shall consist of at least five members. Any Site Representative is eligible to serve. No member of the Nominating Committee may be a candidate for a Board of Directors position. The members of the Nominating Committee shall select candidates for each of the positions of officer or director to be filled at the next scheduled election. The Nominating Committee shall determine how many candidates it will nominate for each position. Current Corporation Officers are not eligible to serve on the Nominating Committee. The Nominating Committee shall cease to exist upon filing its report to the Members.

**8.2 Report.** On the first day of the Anniversary Meeting, the Nominating Committee shall report the names of candidates for each office scheduled to be filled by the election.

**8.3 Nominating by Petition.** Any eligible individual may be nominated for any office or as a director by a Petition signed on his or her behalf by not less than three Site Delegates. Nominating petitions and assurances from the candidates (as defined in Section 8.4 of this article, with a model in the Handbook, Appendix B) must be submitted to the Secretary no later than 6:00 p.m. (local time) 2 days preceding the elections for office. By 8:00 p.m. (local time that same day), the Secretary shall ensure that all Site Delegates have been sent notification of any additions that have been submitted by petition.

**8.4 Qualification and Assurance of Candidates.** At the time of nomination, each Candidate must have a bona fide professional association with a Member. The Chairperson of the Nominating Committee shall require in writing from each candidate for office for the Board of Directors (whether such candidate has been named by the Nominating Committee

or by Petition) a written statement by which the candidate offers assurances that, if elected, he or she will diligently fulfill the duties of the office or the position on the Board of Directors for which nominated during the term thereof. A candidate by petition must submit an assurance statement with the completed petition on his or her behalf. Assurance statements should be turned over to the Secretary prior to the election.

**8.5 Withdrawal from Candidacy.** Any duly nominated candidate may withdraw his or her name from nomination by submitting a written request to such effect to the Secretary by 6:00 p.m. (local time) 2 days preceding the elections for office. By 8:00 p.m. (local time that same day), the Secretary shall ensure that all Site Delegates have been sent notification of any withdrawals that have been submitted.

**8.6 Election Procedure.** At the Anniversary Meeting, the Chairperson of the Nominating Committee shall announce the names of those persons who have been nominated for each Office and for positions as Directors, who have given the requisite written assurances of performance in the event of election, and who have not withdrawn. If a nominee for an Office shall be unopposed, the President shall declare such individual elected. As to those persons who are opposed for Office and for candidates for the Board of Directors, an election shall be held by written ballots and by previously submitted electronic ballots. The Secretary shall cause ballots to be distributed to the present Site Delegate or to the Voting Designated Participant, as defined in Section 5.6 and 5.10. The election result will be drawn from both the ballots collected at the meeting and the previously submitted electronic ballots.

**8.7 Vote Required for Election to Office.** When more than one candidate is nominated to each office (except for the Directors-at-Large), the winning candidate must receive a majority of the votes cast (for that office) in order to be elected to that office. In the event that no candidate receives a majority, the two candidates receiving the greatest plurality will remain in nomination for that office, and a runoff election (following the applicable rules of Election procedures, Section 8.6 of this Article, excluding electronic voting) will be held for all offices in which majorities were not obtained. Ties will be broken by a runoff election by qualified Voting Delegates present at the meeting. When vacancies for the Directors-at-Large are to be filled by election and there are more candidates than vacancies, the following procedure will be used. The candidates will be ranked according to the number of votes received, most to least. The first candidate on the list will fill one directorship-at-large, the next candidate, the next directorship-at-large, etc., until all directorships-at-large are filled unless the last candidate

to fill a directorship-at-large is tied with the next candidate on the ordered list; in which case, these candidates will be entered in a runoff election by Voting Delegates present at the meeting, and the candidates receiving a majority of the votes cast will fill that directorship-at-large.

**8.8 Voting Formula.** Each Member has the right to cast one vote for each position to be filled.

**8.9 Extension of Term of Office.** In the event that a successor for an officer or director-at-large whose term has otherwise expired is not elected at an Anniversary Meeting, the present holder of the office or directorship shall continue in office until a successor is qualified and takes office.

#### **ARTICLE IX - COMMITTEES**

**Note: Article IX** is subject to the provisions of **Article XVI** (Consent in Lieu of Meeting).

**9.1 Committees.** The Board of Directors may from time to time create or terminate standing and ad hoc committees and may determine the names of such committees and the qualification of the members of such committees; and, to the extent permitted by law, may delegate the powers and duties of the Board of Directors to such other committees, and, to such extent, may otherwise determine such powers and duties. The Board of Directors may elect the members of such committees or may authorize the President and/or any other officer or officers to select the members of any such committee.

#### **ARTICLE X - LIMITATIONS ON CIRCULATION OF INFORMATION**

**10.1 Scholarly and Scientific Endeavor.** Persons affiliated with Members may refer to and accept material from communications among the Corporation's Members, publishing scholarly articles or giving educational courses or conducting scientific experiments. This section shall be construed liberally for the purposes of advancing scientific research, education and scholarship in the public interest, but shall be construed restrictively to avoid commercialism, journalism, editorializing and notoriety.

**10.2 Persons in Computer Field.** The President shall, at the request of any individual engaged in the computer field (other than in the news or communication media related thereto) and having a legitimate interest in information disseminated by the Corporation, make available to any such individual at cost (within reasonable bounds as to quantity of material furnished), matter formally disseminated to members.

**10.3 Information Referral.** It is the policy of the Corporation to disseminate information and data freely to those having a legitimate interest therein pursuant to **Section 10.1** and **10.2** hereof. In furtherance of this policy, all members shall refer all inquiries or requests with respect to publications and data of the Corporation to the Corporation, and such inquiries and requests will be acted upon by the Corporation in accordance with **Sections 10.1** and **10.2**.

**ARTICLE XI - CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, VOTING OF SECURITIES, ETC.**

**11.1 Execution of Contracts.** The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, in the name and on behalf of the Corporation to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances.

**11.2 Checks, Drafts, etc.** All checks, drafts and other orders for payment of money out of the funds of the Corporation shall be signed on behalf of the Corporation by two officers one of whom to be the Treasurer or, if unavailable, the President.

**11.3 Deposits.** The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE XII - BOOKS AND RECORDS**

**12.1 Books and Records.** There shall be kept at the principal place of employment of the Treasurer correct books of account of all the business and transactions of the Corporation.

**12.2 Other Books and Records.** All books and records not covered by **Section 12.1** shall be kept in the custody of the Secretary.

**ARTICLE XIII - LOGO**

**13.1 Logo.** The Board of Directors shall approve the design of a Corporate Logo and authorize its use.

**13.2 Alternate Logo.** The Board of Directors shall approve the design of any alternate logo(s) and authorize usage.

**ARTICLE XIV - PARLIAMENTARY AUTHORITY**

**14.1 Parliamentary Authority.** "Robert's Rules of Order,

Revised" shall prevail, except that where they conflict with these Bylaws, the Bylaws shall govern.

#### **ARTICLE XV - AMENDMENTS OF BYLAWS**

**15.1 Proposals.** Proposed amendments may be directed to or initiated by the Board of Directors. Written notice of the proposed change, the originator, and the recommendation of the Board of Directors, if applicable, will be sent to each Member Site by mail addressed to the Site Delegate at the address appearing on the records of the Corporation, not less than thirty days before the time designated for a General Meeting of the Members.

**15.2 Voting Procedure.** These Bylaws, or any one or more of the provisions thereof, may, at any duly constituted General Meeting of the Members, be amended by changing, altering, suspending, supplementing or repealing the same, by an affirmative vote of two thirds of the votes cast by Site Delegates or Voting Designated Participants, who shall have voted thereon at such meeting, but only in accordance with a proposed amendment duly published and mailed according to the provisions of **Section 15.1** of this Article.

#### **ARTICLE XVI - CONSENT IN LIEU OF MEETING**

**16.1** Any other provisions of these Bylaws to the contrary notwithstanding, any action required or permitted to be taken at any meeting or the Board of Directors or of any committee may be taken without a meeting, if, prior to such action, a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes or proceedings of the Board of Directors.

#### **ARTICLE XVII - DISSOLUTION**

**17.1 Procedure.** Dissolution of the Corporation is proposed and approved in the same manner as an Amendment of the Bylaws.

**17.2 Liabilities.** All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefore.

**17.3 Remaining Assets.** Remaining assets shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or other organizations engaged in charitable, religious, eleemosynary, benevolent, education or similar activities, but in no case, shall any part of the assets be distributed to members of the Corporation.

#### **ARTICLE XVIII - INDEMNIFICATION**

**18.1 Indemnification.** The Corporation shall provide for the indemnification of the Corporation and all officers, directors, employees, and agents of the Corporation, to the full extent permitted by the General Corporation Law of the State of Delaware, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors of the Corporation.