

**BYLAWS  
of the  
Blade Systems Alliance**

**ARTICLE I  
NAME AND OFFICES**

Section 1.     Name - The name of the Association shall be the **Blade Systems Alliance (BSA)**.

Section 2.     Offices - The Association shall maintain a registered office in the State of Illinois and a registered agent at such office. The Association may have other offices within or without the state.

**ARTICLE II  
PURPOSES**

Purposes - The purposes of the Association shall be as set forth in the Articles of Incorporation of the Association.

**ARTICLE III  
MEMBERS**

Section 1.     Classes of Members - The Association shall have three classes of members. The designation of such classes, the qualifications of the members of such classes, and the rights of the members of such classes shall be as follows:

**Executive Members –**

- . Have a director on the Board of Directors
- . Eligible for election to officer posts
- . Eligible to propose and chair Technical Committees
- . Have voting rights on matters put to a general vote
- . Eligible to propose issues for discussion at Board of Director meetings
- . Eligible to use the (BSA) name and logo to show membership association
- . Eligible to participate in technical committees
- . Eligible to post product and company information on the (BSA) web site
- . Eligible to attend all general meetings
- . Receive copies of all documents
- . Receive subscription to association publications
- . Eligible to post 4 company sponsored white papers per year

### **Associate Members –**

- Available exclusively to not-for-profit organizations with a shared mission.
- Have no voting rights on matters put to a general vote
- Eligible to propose issues for discussion at Board of Director meetings
- Eligible to use the (BSA) name and logo to show membership association
- Eligible to participate in technical committees
- Eligible to post relevant information on the (BSA) web site
- Eligible to attend all general meetings
- Receive subscription to association publications
- Eligible to post one or more organization sponsored white papers per year

### **Honorary Executive Members –**

- The Board of Directors may extend this membership to any officer or former officer.
- Eligible for election to officer posts
- Eligible to propose and chair Technical Committees
- Have voting rights on matters put to a general vote
- Eligible to propose issues for discussion at Board of Director meetings
- Eligible to use the (BSA) name and logo to show membership association
- Eligible to participate in technical committees
- Eligible to post product and company information on the (BSA) web site
- Eligible to attend all general meetings
- Receive copies of all documents
- Receive subscription to association publications
- Eligible to post 4 company sponsored white papers per year

Section 2. Election of Members - Any company eligible for executive membership under these Bylaws may apply for membership by written application on such forms as may be prescribed by the Board of Directors from time to time.

Section 3. Voting Rights - Each executive member having voting rights shall be entitled to one vote on each matter submitted to a vote of the members having voting rights. Each member having voting rights will designate a voting representative at each meeting or may authorize another member to act as their proxy at a meeting.

Section 4. Termination of Membership - Membership in this Association may terminate by voluntary resignation or as otherwise provided in these Bylaws. All rights, privileges and interest of a member in or to the Association shall cease upon termination of membership.

Section 5. Voluntary Resignation - Any member wishing to resign must file a written resignation with the Secretary. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 6. Censure, Suspension and Expulsion - The Board of Directors may, by affirmative vote of two-thirds of all the directors, censure, suspend or expel a member for cause

after an appropriate hearing, conducted in accordance with procedures adopted by the Board of Directors. The Board may, by a majority vote of the directors present at a meeting at which a quorum is present, terminate the membership of any member who becomes ineligible for membership.

Section 7. Reinstatement - Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds of the directors present at a meeting at which a quorum is present, reinstate a former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 8. Transfer of Membership - Membership in this Association is transferable or assignable only upon the approval of the Board of Directors.

#### **ARTICLE IV** **DUES, FEES AND ASSESSMENTS**

Section 1. Dues - The annual dues for each class of members of the Association shall be as determined by the Board of Directors from time to time.

Section 2. Fees - Fees for Association services shall be as determined by the Board of Directors from time to time.

Section 3. Special Assessments - Special assessments may be levied by affirmative vote (including proxy votes) of a majority of the members having voting rights.

Section 4. Termination for Failure to Pay Dues - Members who fail to pay their dues or assessments within thirty (30) days from the time they become due shall be notified by the officer designated for such purpose by the Board of Directors, and, if payment is not made within the next succeeding thirty (30) days, shall be deemed to have resigned from membership and, without further notice and without a hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The Board of Directors may, however, from time to time, 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 V** **MEETINGS OF MEMBERS**

Section 1. Annual Meeting - An annual meeting of the members shall be held at such time and place as may be fixed by resolution of the Board of Directors.

Section 2. Special Meetings - Special meetings of the members may be called by the

President or the Board of Directors, and shall be called by the President upon the written request of not less than one-twentieth of the members having voting rights. The person[s] calling a special meeting of the members shall fix the time and place of any such meeting.

Section 3. Notice of Meetings - Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting at least five (5) days before the date of such meeting, unless otherwise provided by statute, the Articles of Incorporation, or these Bylaws. In case of a special meeting or when required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice.

Section 4. Record Date - The record date for any meeting of the members shall be the date on which notice is delivered.

Section 5. Quorum - The members present at a meeting in person or by proxy holding one-tenth of the votes that may be cast at any meeting shall constitute a quorum. If a quorum is not present, a majority of the members present may adjourn the meeting to another time without further notice. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 6. Manner of Action - The act of a majority of the members having voting rights present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws.

Section 7. Attendance by Telephone - Members may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with one another. Such participation in the meeting shall constitute presence in person at the meeting.

Section 8. Proxies - Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person(s) to act as proxy executed orally or in writing. A proxy shall not be voted or acted upon after eleven (11) months from its date, unless it provides for a longer period.

Section 9. Action Without Meeting - The members may take any action which they could take at any meeting of the members without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote on the subject thereof. A less than unanimous consent will nonetheless be effective if signed by the members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all the members entitled to vote thereon were present and voting, provided written notice of the proposed action is delivered to each member entitled to vote on the subject at least five (5) days prior to the consent's effective date, and, after the effective date of the consent, written notice of the action so taken is promptly delivered to those members entitled to vote who have not consented in writing.

## **ARTICLE VI**

## **BOARD OF DIRECTORS**

Section 1. General Powers - The affairs of the Association shall be managed by its Board of Directors.

Section 2. Number - The number of directors shall be not less than four (4).

Section 3. Appointment – Each Executive Member has the right to appoint in writing one (1) individual representative to serve as a director on the Board of Directors.

Section 4. Tenure - Each director shall hold office until a successor is appointed by the respective Executive Member.

Section 5. Qualifications - Directors need not be residents of Illinois.

Section 6. Annual Meeting - An annual meeting of the Board of Directors shall be held without notice other than these Bylaws, immediately after, and at the same place as, the annual meeting of members.

Section 7. Other Regular Meetings - The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than such resolution.

Section 8. Special Meetings - Special meetings of the Board of Directors may be called by the President or by at least three (3) of the directors, and the person[s] calling a special meeting of the Board shall fix the time and place of any such meeting.

Section 9. Notice - The notice or waiver of notice of any meeting of the Board need not specify the business to be transacted at, nor the purpose of, such meeting unless specifically required by law or these Bylaws. Notice of any special meeting of the Board of Directors shall be given at least five (5) days in advance by written notice to each director.

Section 10. Quorum - At all meetings of the Board of Directors a majority of the total number of directors then in office, shall constitute a quorum for the transaction of business. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice. Withdrawal of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 11. Manner of Action - The act of a simple majority (i.e. greater than 50%) of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.

Section 12. Action Without Meeting - The Board of Directors may take any action

which it could take at a meeting of directors without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors entitled to vote on the subject thereof.

Section 13. Attendance by Telephone - Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.

Section 14. Vacancies – Only an Executive Member can appoint a director to fill a vacancy.

Section 15. Compensation - Directors shall not receive any compensation for their services as directors, but by resolution of the Board of Directors, directors may be reimbursed for expenses incurred in attending any regular or special meeting of the Board. A director may serve the Association in any other capacity for reasonable compensation.

Section 16. Removal and Temporary Directors - A director may be removed with or without cause only by the respective Executive Member. Further, an Executive Member may temporarily replace its respective director for purposes of having a director present at a Board of Directors meeting which cannot be attended by its permanent director. The temporary director shall be a director only for purposed of the Board of Directors meeting designated by the respective Executive Member, unless otherwise specified in writing by the Executive Member making the temporary appointment. In any case, the rights of the temporary director shall terminate in the presence of the permanent director.

## **ARTICLE VII OFFICERS**

Section 1. Officers - The elective officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may also elect such other officers as it deems appropriate. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The same person shall not hold more than one office except Secretary and Treasurer.

Section 2. Term of Office - Each elective officer of the Association shall be elected at the annual meeting of the Board of Directors and shall hold office for a term of two years and until his successor is elected and qualified or until his death, resignation or removal. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election of an officer shall not of itself create contract rights.

Section 3. President - The President shall be the principal elective officer of the Association. Subject to the direction and control of the Board of Directors, the President shall preside at meetings of the Association, and of the Board of Directors. The President shall also, at the annual meeting of the Association and at such other times as the President shall deem proper,

communicate to the Board of Directors or the Association such matters and make such suggestions as may in the President's opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as prescribed by the Board of Directors from time to time. The President must be fully employed by an Executive Member of the Association. If the officer terminates employment with the member company or the company ceases to be an Executive member of the Association, the President is immediately removed from his office and the Board of Directors appoints a new President to serve the remainder of the term.

Section 4. Vice President - The Vice President shall perform such duties and have such powers as prescribed by the President or the Board of Directors from time to time. Further, in the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President must be fully employed by an Executive Member of the Association. If the officer terminates employment with the member or the member ceases to be an Executive Member of the Association, the Vice President is immediately removed from his office and the Board of Directors appoints a new Vice President to serve the remainder of the term.

Section 5. Secretary - The Secretary shall certify the Bylaws, the resolutions of the members, the Board of Directors and committees, and other documents of the Association as true and correct copies thereof, and shall have such other duties as prescribed by the President or the Board of Directors from time to time.

Section 6. Treasurer - The Treasurer shall remain fully advised as to the financial condition of the Association and shall regularly report to the Board of Directors on the financial conditions of the Association and the adequacy of the accounting records of the Association. The Treasurer shall have such other duties as prescribed by the President or the Board of Directors from time to time.

Section 7. Removal - The Board may remove any officer elected by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## **ARTICLE VIII** **COMMITTEES**

Section 1. Creation of Committees - The Board of Directors may, by resolution adopted by a majority of the directors in office, designate such standing or special committees as it deems appropriate. The Board of Directors will appoint the committee and its chairperson for a one-year term and approve any changes to the committee chair assignment. The Board of Directors will annually review committee progress and approve the continuation of the committee and/or its chairperson.

Section 2. Quorum - Unless the presence of a greater number is required in the resolution designating a committee, a majority of the whole committee shall constitute a quorum.

Section 3. Manner of Acting - Unless the act of a greater number is required in the resolution designating a committee, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4. Meetings - Unless otherwise provided in the resolution designating a committee, such committee may, by majority vote of Executive and Associate Members, nominate its chairman, assign an interim chairperson with full powers to proceed until approved by the Board of Directors, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure consistent with these Bylaws or with rules adopted by the Board of Directors.

Section 5. Term of Office – The committee chairperson is designated by the Board of Directors and approved annually.

Section 6. Vacancies - Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Action Without Meeting - Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the committee entitled to vote with respect to the subject matter thereof.

Section 8. Attendance by Telephone - Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.

## **ARTICLE IX** **GENERAL PROVISIONS**

Section 1. Contracts - The Board of Directors may authorize any officer or officers or agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. - All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers or agent or agents of the Association and in such manner as shall, from time to time, be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, the Treasurer shall sign such instruments.

Section 3. Fiscal Year - The fiscal year of the Association shall be as determined by the Board of Directors.

Section 4. Delivery of Notice - Any notice required to be given by statute, the Articles of Incorporation or these Bylaws, shall be deemed to be delivered according to the following rules: upon personal delivery; if by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid; if by facsimile, when the facsimile is sent via the facsimile number shown for the member/director on the records of the Association; if by telegram, when the telegram is deposited with the telegraph company; and if by overnight mail, when deposited with the shipping company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to sender's account.

Section 5. Waiver of Notice - A written waiver of any notice required to be given by statute, the Articles of Incorporation or these Bylaws, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

Section 6. Use of Funds and Dissolution - The Association shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation, and no part of its funds shall inure or be distributed to the members of the Association. Upon dissolution of the Association, any funds remaining shall be distributed in the manner specified in the Articles of Incorporation of the Association.

Section 7. Bonding - The Board of Directors may require any officer, director, employee, or agent of the Association, to furnish at the expense of the Association, a fidelity bond, in such a sum as the Board shall prescribe.

Section 8. Procedure - All meetings of the Association shall be governed by parliamentary law as set forth in the most recent edition of Robert's Rules of Order when not inconsistent with law or these Bylaws.

## **ARTICLE X** **LIABILITY, INDEMNIFICATION AND INSURANCE**

Section 1. Limitation of Liability - No director or officer of the Association shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer except to the extent dictated by law.

Section 2. Indemnification - The Association shall indemnify any person or entity to the extent required by law, and may otherwise indemnify any person or entity to the extent permitted by law.

Section 3. Advance Payments - Expenses incurred in defending an action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, to the extent permitted by law.

Section 4. Non-exclusivity - The indemnification permitted by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law.

Section 5. Insurance - The Association may purchase and maintain insurance on behalf of any person to the extent permitted by law, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article X.

Section 6. Reports - If the Association has paid indemnity or has advanced expenses under this Article X to a director, officer, employee or agent, the Association shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

## **ARTICLE XI** **AMENDMENTS**

Amendments to Bylaws - The power to alter, amend, or repeal the Bylaws or adopt new bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or the Articles of Incorporation.

Adopted: May 29, 2003 and revised August 17, 2009

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