

Bylaws of Customers of SirsiDynix Users Group Inc (COSUGI)

TABLE OF CONTENTS

ARTICLE 1 Name

ARTICLE 2 Definitions

ARTICLE 3 Purposes

ARTICLE 4 Membership Categories

- 1 Full Members
- 2 Associate Members
- 3 Annual Dues

ARTICLE 5 Meetings

- 1 Official Membership Meetings
- 2 Other Meetings

ARTICLE 6 Officers and Board of Directors

- 1 Board of Directors
- 2 Officers
- 3 Other Voting Board Members
- 4 Terms of Office
- 5 Vacancies
- 6 Recall/Removal
- 7 Action Without Meeting
- 8 Meeting by Telecommunication
- 9 Quorum and Voting

ARTICLE 7 Committees

- 1 Standing Committees
- 2 Ad Hoc Committees

ARTICLE 8 Voting and Elections

- 1 Voting
- 2 Board Elections

ARTICLE 9 Term Limits

- 1 Board & Officers
- 2 Standing Committees
- 3 Ad Hoc Committees

ARTICLE 10 Fiscal Year

ARTICLE 11 Parliamentary Authority

ARTICLE 12 Dissolution and Disposal of Property

ARTICLE 13 Indemnification

ARTICLE 14 Amendments and Inspection

1 Amendment to Bylaws

2 Inspection of Bylaws

ARTICLE 1

Name

The name of this corporation shall be COSUGI, hereinafter referred to as the "Corporation."

ARTICLE 2

Definitions

1. **Associate Member:** An "Associate Member" is a Member meeting the qualifications set forth in Section 2 of Article 4 below.
2. **Company:** "Company" is defined as the Sirsi Corporation, known worldwide as SirsiDynix, and its affiliates or authorized distributors.
3. **Core Product:** A "core product" is the cataloging or circulation module of any integrated library system sold by the Company.
4. **Full Member:** A "Full Member" is a Member meeting the qualifications set forth in Section 1 of Article 4 below.
5. **Member:** A "Member" includes both a Full Member and an Associate Member.
6. **Production License:** A license issued by SirsiDynix to a customer which authorizes the use of the software in a production capacity.
7. **User:** A "User" is defined as an institution or formal group of institutions that licenses any software supported or sold by the Company.
8. **Voting Designee:** An individual authorized by a "Full Member" or "Associate Member" user to vote at Official Membership Meetings or other meetings as described in Article 5 below.

ARTICLE 3

Purposes

The purposes of the Corporation are educational and professional within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1986, as amended, including but not limited to:

1. Establishing forums to provide support and foster the sharing of information among the membership.
2. Maintaining and improving relations and lines of communication among Members and between Members and the Company.
3. Formulating, coordinating, and recommending enhancements regarding the development of software and related products.
4. Carrying out activities which the Members deem appropriate for the benefit of the Corporation.
5. Serving as designated "User" according to the terms of the *Escrow Agreement(s) for Software Program Source Code and Other Material*, through which Members shall have access to appropriate Company source code and documentation.
6. Supporting and coordinating the activities of Special Interest Groups (known hereafter as SIGs) and Regional Users Groups (known hereafter as RUGs) in an ongoing and consistent manner.

ARTICLE 4
Membership Categories

1. Full Members

a. Qualifications

- i. To qualify as a Full Member, a Library or other user must:
 - 1. own one or more Production License of one or more Core Product,
 - 2. complete the Corporation's Member application, and
 - 3. pay membership dues.
- ii. Full Memberships are based upon the number of Production Licenses purchased.
- iii. An institution with more than one Production License is eligible for one Full Membership per Production License upon separate written application and payment of dues for each membership.
- iv. Licensing a core and a non-core product does not entitle a User to both a Full and an Associate Membership.

b. Voting Privileges

- i. Each Full Member in good standing shall have one vote.
- ii. Balloting procedures shall be conducted which ensure one vote per Full Member.
- iii. Each Full Member shall designate a representative for contact and voting purposes. A Full Member may designate someone other than the representative to vote for that Full Member, providing the Secretary is notified two (2) weeks in advance of the first day of voting.
- iv. In order to take part in a vote by ballot a Full Member must be in good standing two (2) weeks before the ballots are available for voting.

c. Participation

- i. Full Members may participate at all levels in the Corporation.

2. Associate Members

a. Qualifications

- i. To qualify as an Associate Member, a User must:
 - 1. own one or more Production License of one or more product other than a Core Product,
 - 2. complete the Corporation's Membership Application, and
 - 3. pay membership dues.
- ii. Licensing more than one non-Core Product does not entitle a User to multiple memberships.

b. Voting Privileges

- i. Associate Members may vote on enhancements that pertain to purchased products, and on dues.
- ii. Each Associate Member in good standing shall receive one ballot.
- iii. Each Associate Member shall designate a representative for contact and voting purposes. An Associate Member may designate someone other than the representative to vote for that Associate Member, providing the Secretary is notified two (2) weeks in advance of the first day of voting.
- iv. In order to take part in a vote by ballot an Associate Member must be in good standing two (2) weeks before the ballots are available for voting.

c. Participation

- i. Associate Members may serve on committees as specified in Article 7.
- ii. Associate members may not serve on the Board of Directors of the Corporation (hereinafter the "Board").

3. Annual Dues

- a. The annual dues for each membership category shall be determined by the Board and approved by two-thirds (2/3) of the Members voting by ballot. Membership dues shall be paid in U.S. dollars.
- b. Memberships shall run from January 1 through December 31. Dues are not prorated.
- c. New Members may join the Corporation at any time by completing an application and paying dues.
- d. Annual membership dues must be received by the Treasurer by March 1st in order to remain in "good standing."
- e. Members not paying dues by the appropriate deadline are considered no longer in "good standing" and shall forfeit their rights and voting privileges in the Corporation and shall be so notified in writing by the Secretary or designee. Membership can be reinstated by the payment of dues.
- f. The Board may waive membership fees for some groups of Members (e.g. first time users, victims of natural disasters etc.) if the Board views this waiver to be in the best interest of the Corporation.

ARTICLE 5

Meetings

1. Official Membership Meetings

- a. There shall be an annual membership meeting held at a site and date approved by the Board.
- b. Special membership meetings may be called by the Chair, or by a majority of the board members.
- c. The Chair or Board shall be required to call a special membership meeting upon written request of twenty-five percent (25%) of the current Full Members.
- d. Certification of the date, time, and place for all annual and special membership meetings shall be sent to each Member at least sixty (60) days in advance of the meeting.
- e. Voting on procedural matters for a meeting, straw polls, advisory issues (including referring matters to the Board), and votes of appreciation and commendation may take place at an annual or special membership meeting.
- f. A quorum shall exist if the number of voting designees present at the meeting is equal to or exceeds 25% of all current Members eligible to vote on a given issue.
- g. A voting designee will be distinguished in a manner determined by the Secretary. The Secretary, or someone appointed by the Secretary, is responsible for verifying that a quorum is present.

2. Other Meetings

- a. Informational or program meetings may be held at any other time, but no official business of the Corporation may be conducted at such meetings.
- b. Notification of informational or program meetings shall be sent to Members at least thirty (30) days in advance, with a statement of date, time and place and including information about the subject(s) to be presented.

ARTICLE 6
Officers and Board of Directors

1. Board of Directors

- a. The Board shall consist of ten (10) Member representatives, hereafter called "board members," made up of five (5) officers (Chair, Chair-Elect, Past Chair, Treasurer, Secretary) and five (5) at-large Members with specific responsibilities: the Enhancements Coordinator; the RUG/SIG Liaison; Conference Chair-Elect; Conference Chair; and Membership and Communication Chair. In addition, one non-voting representative of the Company, nominated by the Company, and appointed by the Board, shall serve on the Board and act as the liaison between the Corporation and the Company. The board members shall be natural persons 18 years of age or older.
- b. Responsibilities of the Board are to:
 - i. Conduct the regular and ongoing business of the Corporation and report on same at the annual membership meeting.
 - ii. Exercise the powers of the Corporation and represent the Corporation as its ultimate authority when the membership is not in session.
 - iii. Adopt policies and assume responsibility for the execution and communication of policies and programs.
 - iv. Meet at least annually in conjunction with the annual membership meeting.
 - v. Develop and adopt an annual operating calendar for date-sensitive matters.
 - vi. Hold regular meetings to conduct the business of the Corporation. These meetings may be conducted by any means of communication, in which the words of all persons participating in the meeting can be transmitted in real time, by audio or visual means, to all other participants. Participation in a meeting under this section shall constitute presence in person at the meeting.
 - vii. Call special Board meetings as required. These special meetings may be called by the Chair or by a majority of the board members then serving on the Board. Such a meeting may be conducted by any means of communication, in which the words of all persons participating in the meeting can be transmitted in real time, by audio or visual means, to all other participants. Participation in a meeting under this section shall constitute presence in person at the meeting.
 - viii. Develop and adopt an annual budget for the Corporation.
 - ix. Oversee the expenditure of funds by means of review and authorization in accord with an annually prepared plan that has been approved by the Board.
 - x. Fill Board and committee vacancies in accordance with these Bylaws.
 - xi. Approve appointments of Members and their chairs to the Standing and Ad Hoc Committees.
 - xii. Annually review the performance of any employee or contract service used by the Corporation.

- xiii. Deliver to their successors all pertinent books and other property at the end of their terms of office, and forward all other materials to the keeper of the Corporation archives.

2. Officers

a. Chair: Responsibilities

- i. Be the chief officer of the Corporation; chair membership meetings and meetings of the Board.
- ii. Appoint individuals to standing committees, subject to approval by the Board, in accordance with Article 7 of these Bylaws.
- iii. Form such *ad hoc* committees as the Chair may find necessary, subject to the annual approval of the Board. Along with naming an *ad hoc* committee and its charge, appoint its members, subject to the approval of the Board.
- iv. Perform such other duties which are necessarily incident to the office of Chair or as may be prescribed by the Board.
- v. Verify receipt of source code into escrow upon release of a new software version and report the results to the membership.
- vi. Upon receipt of a request for access to source code material, shall verify that a Member is in good standing and that the request is in compliance with the terms of the Escrow Agreement. Upon verification shall forward said request to the escrow agent specified by the Company.
- vii. In consultation with the Chair-Elect and the Treasurer, shall prepare an operating budget by the end of the current fiscal year for adoption by the Board
- viii. Serve as the primary liaison between the Corporation and the Company on all matters and issues of importance to the entire membership.

b. Chair-Elect: Responsibilities

- i. Perform the duties of the Chair in her/his absence.
- ii. Serve on the Conference Planning Committee.
- iii. In consultation with the Chair and the Treasurer, shall prepare an operating budget by the end of the current fiscal year for adoption by the Board
- iv. Present to the Board, for its approval, a budget for the annual conference by the date specified in the Board-adopted Operations Calendar.
- v. Record and track issues or problems reported to the Company by the Board of Directors and report on the progress or outcome of those issues.
- vi. The Chair-Elect shall succeed the Chair.

c. Secretary: Responsibilities

- i. Give notice of and attend all membership meetings.
- ii. Keep the official record of the Corporation and of all membership meetings.
- iii. Keep the official record of Board meetings and actions, and distribute the minutes to the board members for approval.
- iv. Verify that a membership list is kept current and accessible to all Members.
- v. Conduct elections in accordance with these Bylaws. Notify election candidates and Members of election results.
- vi. Provide notification of upcoming elections or ballots at least sixty (60) days in advance of such vote, including requirements that must be met in order for a Member to be able to vote.
- vii. Coordinate with the activities of any persons hired or contracted to assist with the office of Secretary.
- viii. Ensure that archival documents pertaining to the Corporation are preserved and accessible.

d. Treasurer: Responsibilities

- i. Invoice Members and collect annual dues and other monies, as required.
- ii. Report payment of dues to the Secretary and others as needed for the maintenance of a membership list.
- iii. Arrange for the annual audit of all financial records by an independent auditor. If requested by the Board, submit the financial records of the Corporation for an audit at any time.
- iv. Keep an account of all funds received and expended. Make disbursements as authorized by the Board and approved by such officers as the Board may prescribe.
- v. Prepare monthly summary reports on the financial condition of the Corporation for the Board's review.
- vi. Prepare and distribute an annual report of the financial transactions and fiscal condition of the Corporation to be presented at the annual membership meeting.
- vii. File tax returns and/or tax statements.
- viii. Make all funds, books, vouchers, and related material pertinent to the office available for inspection by the Board.
- ix. In consultation with the Chair and Chair-Elect, shall prepare an operating budget by the end of the current fiscal year for adoption by the Board.
- x. Coordinate with the activities of any persons hired or contracted to assist the Corporation.
- xi. Serve as Chairperson of the Finance Committee.

e. Past Chair: Responsibilities

- i. Serve as the chairperson of the Nominating Committee.
- ii. Act as an advisor to the current Chair and Board on past matters and procedures.
- iii. Serve as the liaison between the Corporation and international users groups.
- iv. Travel to and attend meetings of international user groups upon approval by the Board. If the Past Chair is unable to travel to a meeting, this responsibility may be delegated by the Past Chair to another Board member.
- v. Report to the Board on the activities of the international users groups.

3. Other Voting Board Members

a. Enhancements Coordinator: Responsibilities

- i. Serve as chairperson of the Enhancement Forum Moderators Committee.
- ii. Monitor performance of forum moderators. Replace moderators as needed.
- iii. Develop and update documentation for forum moderators.
- iv. Collect proposed enhancements from the forum moderators and submit them to the Company.
- v. Serve as the liaison between the Corporation and the Company for all matters relating to enhancements.

b. SIG/RUG Liaison: Responsibilities

- i. Serve as the liaison between the Board, the Regional Users Groups, and the Special Interest Groups.
- ii. Contact the Chairs of all RUGs and SIGs on a quarterly basis to receive updates on activities and to elicit any questions or concerns.
- iii. Communicate concerns to the Board when appropriate. Develop, for Board approval, policies regarding support of SIGs and RUGs.
- iv. Work with Corporation staff to ensure that the SIG/RUG database is kept up-to-date.
- v. Evaluate RUGs and SIGs on a regular basis to ensure they meet standards established through Board-approved policy for Corporation support.

c. Conference Chair: Responsibilities

- i. Serve as Chair of the Conference Committee.
- ii. Oversee all aspects of the Conference including, but not limited to, facilities, finances, programs, registration, and local arrangements.

d. Conference Chair-Elect: Responsibilities

- i. Perform duties as assigned by the Conference Chair.
- ii. Succeed the Conference Chair.

e. Membership and Communications Chair: Responsibilities

- i. Serve as Chair of the Membership and Communications Committee.

4. Terms of Office

- a. The Chair-Elect shall serve a total of three years – one year as Chair-Elect, the second year as Chair, and the final year as Past Chair.
- b. The Treasurer and the Enhancements Coordinator will both serve a two-year term. The Conference Chair shall serve a total of two years – one year as the Conference Chair-Elect and the second year as Conference Chair. The Secretary, the SIG/RUG Coordinator, and the Membership and Communication Chair will each serve a one-year term. Terms will be staggered so that some expire in alternating years.
- c. Elections should be held annually. Deviations from this schedule must be approved by a majority vote of the membership.
- d. Terms will begin on July 1 and end on June 30.

5. Vacancies

- a. Vacancies in an office, with the exception of the office of Chair-Elect, may be filled from the Members by the Board for the unexpired portion of the term. For a vacancy in the office of Chair-Elect, a special election must be conducted to fill the vacancy in an expeditious manner.

6. Recall / Removal

- a. Any elected officer or appointed committee member is subject to recall or removal.
- b. Any officer, director, or committee member may be removed from office by a 2/3 majority vote of the Board whenever in its judgment the best interests of the Corporation would be served thereby.
- c. Or, upon written request of at least twenty-five percent (25%) of the Full Members, the Board shall initiate a special recall vote by ballot. The officer or chairperson will be removed from office if two-thirds (2/3) of the Full Members voting approve the recall.

7. Action without Meeting

- a. Any action required or permitted to be taken by the Board under any provision of the Utah Revised Nonprofit Corporation Act and under these Bylaws may be taken without a meeting if each and every member of the Board in writing either: (a) votes for the action; or (b) votes against the action or abstains from the action and waives the right to demand that action not be taken without a meeting. Such writings shall be filed with the minutes of the proceedings of the Board.
- b. Action is taken under this Section only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to take the action at a meeting at which all of the directors then in office were present and voted.
- c. An action taken pursuant to this Section may not be effective unless all the directors sign a writing describing the action taken. Said writing may be received by the Corporation by electronically transmitted facsimile or other form or wire or wireless communication providing the Corporation with a complete copy of the writing, including a copy of the signatures on the writing.
- d. Such action by a writing shall have the same force and effect as action taken at a meeting of the Board and may be described as an action taken at a meeting of the Board in any document.

8. Meeting by Telecommunication

- a. Board members, or any committee designated by the Board, may participate in a meeting of the Board or committee by any means of communication, in which the words of all persons participating in the meeting can be transmitted in real time, by audio or visual means, to all other participants. Participation in a meeting under this section shall constitute presence in person at the meeting.

9. Quorum and Voting

- a. In order to constitute a quorum, a majority (fifty percent plus one) of the board members must be present. Whenever a quorum is present, an act taken and passed by a majority of those board members present shall constitute an act of the Board.
- b. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a board member may be considered to be present at a meeting and to vote if the board member has granted a signed written proxy to another board member who is present at the meeting authorizing the other board member to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.
- c. The Chair may vote on all motions presented.

ARTICLE 7 Committees

1. Standing Committees

- a. Standing Committees consider matters of the Corporation that require continual attention and must be appointed by the dates stipulated in the Board-adopted Operations Calendar. Committee members are appointed by the Chair and approved by the Board. Committee members will serve one-year terms and chairs will be appointed from the committee's membership on an annual basis except where committee assignments and term lengths are established in these Bylaws. Committee members may be appointed to a second one-year term. Committee chairs must be Full Members or representatives of Full Members of the Corporation. Associate Members or their representatives may serve on all committees, except as indicated in Section 1b, 1g, and Section 2 below.
- b. All committees are required to record and post minutes through electronic means provided by the Corporation. Quarterly reports detailing Corporation business and highlighting financial transactions that required use of Corporation monies are required to be submitted to the entire membership via electronic means provided by the Corporation.
- c. Nominating Committee
 - i. The Past Chair shall serve as chairperson of the Nominating Committee.
 - ii. At least one member of the Nominating Committee must be a representative of a Canadian Member.
 - iii. The Nominating Committee will slate at least one candidate for each post up for election.
 - iv. The Nominating Committee shall insure that the nominations include a balance of users of the various types of products used by Members, and make every effort to insure that there is representation on the Board for the various types of libraries (i.e. academic, public, school, consortia, etc.) holding memberships in the Corporation.
 - v. The Nominating Committee shall seek to nominate candidates representing the geographic make-up of the membership. In particular, the committee will strive to see that a Canadian Member holds at least one Board position.
 - vi. The Nominating Committee shall include information about the nominees, including, but not limited to, the type of library where they are employed and the software products used at that institution.
 - vii. The chairperson of the Nominating Committee will accept nominations during a time period established in the Organization Calendar. Individuals may self-nominate. All such nominees must be employees of member institutions and must indicate a willingness to serve, if elected.

- viii. The chairperson of the Nominating Committee will deliver a completed slate of candidates for all open positions and candidate biographies to the Secretary by the date stipulated in the Board adopted Operations Calendar.
- d. Enhancement Forum Moderators Committee
 - i. The Enhancements Coordinator shall serve as chairperson of the Enhancement Forum Moderators Committee.
 - ii. The Enhancement Forum Moderators Committee shall report on the activities of the committee regularly (at least twice a year) to the membership.
 - iii. The Enhancement Forum Moderators Committee shall determine a fair and equitable process by which enhancement requests from the Members may be evaluated, prioritized and submitted.
- e. Conference Planning Committee
 - i. The Conference Chair shall serve as chairperson of the Conference Planning Committee.
 - ii. The Conference Planning Committee shall be composed of those persons who will be responsible for the annual user conference.
 - iii. Membership shall include the Conference Chair, the Conference Chair-Elect, the contracted Conference Planner, a company liaison, the Chair-Elect as advisor, and other persons as deemed appropriate by the Conference Planning chairperson and the Board.
 - iv. The Conference Planning Committee shall submit a proposed conference budget for approval by the Board.
- f. Membership and Communications Committee
 - i. The Membership and Communication Chair shall serve as chairperson of the Membership and Communications Committee.
 - ii. The Membership and Communications Committee shall contact new licensees to provide them with information about the Corporation and encourage new memberships.
 - iii. The Membership and Communications Committee shall act as a liaison to regional users groups and shall be charged with maintaining a current listing of such regional groups and their contact information as well as publishing notices of regional group meetings on the Corporation website and through email discussion groups.
 - iv. The Membership and Communications Committee will maintain the Corporation's web site.
 - v. The Membership and Communications Committee will coordinate use of email and other electronic distribution lists with the hosting institutions.
 - vi. The Membership and Communications Committee shall be responsible for other exchanges of information, such as contributing articles to newsletters.
- g. By-laws Committee
 - i. The By-laws Committee will review the Bylaws of the Corporation annually and make recommendations to the Board by the date stipulated in the Operations Calendar.

- h. Finance Committee
 - i. The Treasurer will serve as chairperson of the Finance Committee.
 - ii. The Finance Committee will review the financial accounts and transactions of the Corporation regularly, and at least quarterly, and make recommendations to the Board about future accounts and transactions to ensure the best rate of return on investments and to ensure appropriate use of Corporation funds for services, travel, fees, and supplies.
 - iii. The Finance Committee will record and archive quarterly reports using electronic means provided by the Corporation.
 - iv. Only Full Members (or their representatives) of the Corporation may serve on the Finance Committee.

2. Ad Hoc Committees

- a. Ad Hoc committees may be created by the Chair and/or the Board to carry out a specific charge. Committee members and chairpersons will be appointed by the Chair, subject to the approval of the Board. Associate Members may serve on those ad hoc committees which focus on the non-core products licensed by the Associate Member as well as on any non-software related ad hoc committees. The terms of appointment end with the completion of the committee's assignment or at a specific time as determined by the Board.

ARTICLE 8 Voting and Elections

1. Voting

- a. A vote by ballot is required for elections, amendments to the Articles or Bylaws, and changes to the annual dues. Ballots must be distributed to Members entitled to vote at least thirty (30) days in advance of the time the ballot is due. Electronic voting is permitted provided that restrictions are in place to ensure only one vote per voting Member.
- b. Voting on procedural matters for a meeting – see Article 5 section 1 part e.

2. Board Elections

- a. Elections shall be conducted annually by ballot. Ballots must be distributed to the Full Members at least thirty (30) days in advance of the time the ballot is due. The Board may alter the election schedule in extenuating circumstances or if special elections need to be held.
- b. A simple majority of those voting is required to elect a director to office.
- c. The Secretary shall conduct all elections, (either directly or by supervision of staff) including preparing and distributing the ballots, tallying results, and notifying nominees and all Members of the results.

ARTICLE 9 Term Limits

1. Board & Officers

- a. With the exception of the office of Chair Elect/Chair/Past Chair, an individual may serve up to two (2) consecutive terms in the same office. Upon serving two (2) terms, individuals may not stand for reelection for the same office until a two-year period has elapsed. Individuals may stand for election to another office as long as they do not exceed eight (8) consecutive years on the Board. A person serving in the office of Chair Elect /Chair/Past Chair shall not be eligible for reelection until a two-year period has elapsed after the end of the Past Chair's term.

2. Standing Committees

- a. Members will serve one (1) year terms and may serve no more than two (2) full terms. Committee chairs that are not determined by these Bylaws will be appointed annually by the Chair and may not serve more than one year as chairperson of the committee. Upon serving two (2) terms, individuals may not be appointed to that committee until a one-year period has elapsed.

3. Ad Hoc Committees

- a. Ad hoc committees are not subject to term limits; see Article 7, Section 2.

ARTICLE 10 Fiscal Year

The fiscal year shall be January 1 through December 31.

ARTICLE 11 Parliamentary Authority

The rules contained in the latest edition of *Robert's Rules of Order* shall govern the Corporation when they are applicable and when they are not inconsistent with these Bylaws or any special rules adopted by the membership. For the duration of any meeting, the Chair may appoint a Parliamentarian *Pro Temp*.

ARTICLE 12
Dissolution and Disposal of Property

There shall be no personal financial gain or profit of any Member of the Corporation. In the event of dissolution of the Corporation, to the extent allowed by law, all of its assets, if any, shall be reduced to cash and the proceeds shall be donated to another non-profit organization as determined by the Board of Directors.

ARTICLE 13
Indemnification

The Corporation shall indemnify all officers and directors of the Corporation to the full extent permitted by the Utah Revised Nonprofit Corporation Act, and shall be entitled to purchase insurance for such indemnification of officers and board members to the full extent as determined from time to time by the Board.

ARTICLE 14
Amendments and Inspection

1. Amendments to Bylaws

- a. The Bylaws may be amended, altered, or repealed. Any such action requires that two thirds (2/3) of those Members voting approve such an action. Voting shall be by ballot. Proposed amendments can be voted upon only if Members have at least thirty (30) days to review such proposals before a vote is to be cast. Any Member may propose amendment(s), alteration(s), or repeal. Such proposals must be forwarded to the Board for review before being forwarded to the Secretary for appropriate distribution and balloting procedures.

2. Inspection of Bylaws

- a. The Secretary shall keep in her/his file the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Members at all reasonable times.

Adopted this ____ day of _____, 2008 by a 2/3 majority vote of the Members votes cast.

Certified by: _____, Secretary