



OnviSource Equipment Owners Association, Inc.

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AMENDED AND RESTATED BY-LAWS

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Adopted November 18, 2008

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BY-LAWS

OF

OnviSource Equipment Owners Association, Inc.

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ARTICLE I

CORPORATE NAME, ORGANIZATIONAL DEFINITION AND PRINCIPAL OFFICES

Section 1. Corporate Name and Principal Offices. The name of the Corporation is OnviSource Equipment Owners Association, Inc (" OEO "), a non-stock corporation organized pursuant to the Georgia Business Corporation Code of the State of Georgia with the first registered office being in the City of Atlanta, Fulton County, and State of Georgia. The Corporation shall have and continuously maintain within the State of Georgia a registered office and a registered agent whose office is identical with such registered office, as required by the said Georgia Business Corporation Code. The Georgia address of the Corporation's registered office may be changed from time to time by the Board of Directors. The Corporation may also have offices at such other places both within and without the State of Georgia as the Board of Directors may from time to time determine or the business of the Corporation may require.

Section 2. Organization: The Corporation is a national organization comprised of three (3) regional sub-organizations, as follows:

North East Region comprising the States of Maine, New Hampshire, Vermont, Massachusetts, Connecticut, Rhode Island, New York, New Jersey, Pennsylvania, Delaware, Maryland, District of Columbia, Ohio, Indiana, Illinois, Michigan, Wisconsin, Minnesota, Iowa, North Dakota, South Dakota, the Canadian Province of Quebec and all of the Canadian Maritime Provinces.

South East Region comprising the States of Virginia, West Virginia, Kentucky, Tennessee, North Carolina, South Carolina, Mississippi, Alabama, Georgia and Florida, Nebraska, Kansas, Missouri, Colorado, New Mexico, Oklahoma, Arkansas, Louisiana, Texas and all of Mexico, Puerto Rico and Caribbean.

Western Region comprising the states of Montana, Wyoming, Idaho, Utah, Arizona, Nevada, Washington, Oregon, California, Hawaii, Alaska and the Canadian Provinces of Saskatchewan, Alberta, British Columbia, the Northwest Territories and the Yukon and any other state or governmental subdivision not elsewhere listed in this Section.

ARTICLE II

PURPOSES

The Corporation is organized for the following purposes and objects:

1. To provide educational opportunities, satisfy educational needs and address common problems and opportunities pertaining to or affecting services rendered to the general public by and through telemessaging equipment generally and OnviSource equipment specifically; and
2. To gather and exchange information, experiences, concepts and other materials relating to the use, operation and management of OnviSource telemessaging equipment and its software, including any related equipment, products and services used in conjunction therewith and to address common issues and problems for development or resolution, as the case may be; and provide structured feedback and suggestions to OnviSource related to the above areas; and
3. To share resources and ideas amongst the members, coordinate all supporting activities and to provide a forum for these and the foregoing purposes to be effectuated utilizing meetings, workshops and published materials; and
4. To do each and every thing necessary, suitable, commercially reasonable and practical or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation; and
5. To engage in any lawful act or activity for which corporations may be organized under the Georgia Business Corporation Code, all as more fully set forth in the Corporation's Articles of Incorporation, including the restrictions recited therein, said purposes and objects incorporated hereinto and made part hereof.

ARTICLE III

MEMBERSHIP

Section 1. Membership Classes: The Corporation shall have two classes of membership, a class entitled Regular Members and a class entitled Associate Members. Each Regular Member shall be entitled to one vote. All Associate Members shall have no voting rights whatsoever and may not hold elective office.

Section 2. Eligibility for Regular Membership: Any telemessaging entity or organization that owns, leases or operates OnviSource telemessaging equipment and such equipment is the majority of the equipment used by the entity for telemessaging, and that is not under the control or ownership of a local exchange telephone service carrier or its parent shall be eligible for membership if it meets the membership criteria for Regular Members established by the Board of Directors.

Section 3. Eligibility for Associate Membership. Any entity or party that is associated with the telemessaging industry shall be eligible for membership if it meets the membership criteria for Associate Members established by the Board of Directors and is unanimously approved by the Board of Directors.

Section 4. Eligibility for OnviSource Vendor Membership. OnviSource shall appoint two (2) OnviSource Vendor Members to represent OnviSource in the Corporation. Members appointed by OnviSource shall have all the voting rights of the Regular Members, but may not hold elective office. The two (2) OnviSource Vendor Members will each hold a position on the Board of Directors. OnviSource may remove and reassign its appointees at anytime and solely at its own discretion.

ARTICLE III, MEMBERSHIP (Continued)

Section 5: Admission. Application for membership shall be in writing and must be approved by a majority of the Board of Directors. All applications for membership may, after investigation, be approved or disapproved by a majority of the Board of Directors.

Section 6. Membership Representation. Each Member that is not a natural person shall appoint a natural person to represent the Member who in turn is to inform the Corporation of his or her identity in a manner prescribed by the Board of Directors. There may be more than one natural person appointed to represent the Member but they will count for only a single vote if a Regular Member and only one such representative may be active on any one matter. In cases of multiple representatives from the same Member where there is a question as to which representative shall be entitled to represent the Member on a particular matter, the Corporation's presiding officer shall determine which representative to recognize.

Section 7. Multiple Operations. Regular Member branch operations of the same entity or organization shall be considered as a single operation for all purposes including but not limited to applications, dues and voting privileges, unless the branch is located in a different regional sub-organization area as defined in Article II in which case the Member must apply for and qualify for separate membership. Associate Member branch operations of the same entity or organization shall be considered a single operation for all purposes and be treated as domiciled in the regional sub-organization area in which the primary operation is sited.

Section 8. Transferability. Memberships are not transferable or assignable.

Section 9. Non-Payment of Dues. Failure of any OnviSource Vendor, Regular or Associate Member to pay dues, fees or assessments within sixty (60) days after being invoiced shall automatically forfeit membership. The Treasurer shall give written notice 30 days in advance by first class mail or via email of the delinquency and pending termination of membership. All amounts due the Corporation shall be paid within 30 days of the notice of termination or the membership shall automatically be forfeited. For cause, the Board of Directors may extend the time of forfeiture. Unless the Board of Directors decides otherwise, the Treasurer may publish the names of all organizations who have forfeited membership in the appropriate communication circulated to its Regular Members. A member who has forfeited membership under this section may be reinstated by action of the Board of Directors without reapplication upon payment in full.

Section 10. Honorary Members Honorary members are persons which the Corporation shall desire to distinguish. Such persons shall be Associate Members and shall not pay dues, fees or assessments.

Section 11. Resignation A member may resign from membership at any time upon written notice to the Secretary of the Corporation, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. Additionally, such resignation shall not relieve the resigning member from obligations agreed to and as a result of any confidential matters disclosed during the term of membership.

Section 12. Other Suspension, Termination or Expulsion. If any Member is charged with conduct detrimental to the objectives or interests of the Corporation, its Board of Directors or OnviSource; or is in violation of its bylaws, Ethical Code of Conduct or rules promulgated thereunder, the Board of Directors shall adopt a procedure that is fair and reasonable and carry it out in good faith which shall (a.) include not less than 15 days prior written notice of the expulsion, suspension, or termination and the reasons therefor along with a statement of the adopted procedure delivered by mail to the Member; and (b.) an opportunity for the Member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination by a person or persons authorized to decide that the proposed expulsion, termination, or suspension not take place; or (c.) in the alternative to (a.) and (b.), the Board of Directors shall adopt a procedure that is fair and reasonable taking into consideration all the relevant facts and circumstances and carry it out in good faith. In all events, all written notices given by mail must be given by first class mail or Federal Express, or other nationwide overnight carrier, to the Member's last address

ARTICLE III, MEMBERSHIP (Continued)

shown on the Corporation's records. In all events, the final decision for expulsion, termination or suspension of said member will be the sole decision of the majority of the Board of Directors.

Section 13. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board.

ARTICLE IV

MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. The annual meeting of the members shall be held on the second Friday of February if not a legal holiday, and if a legal holiday, then on the next business day following, at 10:00 A. M., or at such other date and time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, at which time the President and the Treasurer shall report on the activities and financial condition of the Corporation, the Members will elect a board of directors and the Members shall consider and act upon such other matters as may be properly brought before the meeting consistent with the notice requirements imposed by law. A majority of the votes entitled to be cast on a matter at this or any other meeting of the members to be voted by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for adoption thereof unless a greater proportion is required by law or these by-laws.

Section 2. Other Meetings. General meetings for the entire Regular Membership shall be held as determined by the Board of Directors. Special meetings must be called by the President, or in the President's absence by the Vice President or the Secretary, upon receipt of a written demand stating the reason therefore of not less than one-third of the Regular Members of the Corporation. Business transacted at any special meeting of Regular Members shall be limited to the purposes stated in the notice.

Section 3. Place of Meetings. All meetings of the Membership shall be held in the City of Atlanta, State of Georgia, at the Corporation's registered office or at such other place either within or without the State of Georgia as shall be designated from time to time by the Board of Directors and stated in the notice of meeting.

Section 4. Regional Meetings. Regional meetings may be called at any time by the member of the Board of Directors elected from the region in which a meeting is to be called or must be called by said Director upon receipt of a written demand stating the reason therefor of not less than one-third of the Regular Members of the Corporation within that region.

Section 5. Notice of Meeting. Written notice of any meeting stating the place, date and hour of the meeting shall be given to each Regular Member, by first class mail or by email, entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting. If the meeting is special, it shall also include a description of the matter or matters for which the meeting is called. Matters involving indemnification, conflicting interest transactions, amendment of the Articles of Incorporation and bylaws, merger, sale of substantially all of the Corporate property or dissolution shall be stated in the notice with particularity.

ARTICLE IV, MEETINGS OF THE MEMBERSHIP(Continued)

Section 6. Record Date. Unless the Board of Directors fixes a record date not more than seventy days before a meeting or action requiring a determination of Regular Members, the record date shall be fixed at ten days before the meeting.

Section 7. Actions With and Without Meeting. The affirmative vote of a majority vote of the Regular Members is the act of the Membership unless otherwise provided in these bylaws or required by statute. Any action required or permitted to be approved by the Regular Members may be approved without a meeting of Regular Members if the action is approved by members holding at least a majority of the voting power if evidenced by signed written consents describing the action taken and delivered to the Corporation for inclusion in the minutes or filing with the Corporate records. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to the regular Members who have not consented in writing.

Section 8. Quorum. Ten percent of the votes entitled to be cast on a matter must be represented at a meeting of Regular Members to constitute a quorum on that matter.

Section 9. Member's List for Meeting. After the fixing of the record date for a meeting, the Corporation shall prepare an alphabetical list of the names of all its Regular Members who are entitled to notice of the meeting along with the address of each such Member. The list must be available for inspection by any member beginning two business days after the notice is given of the meeting for which the list was prepared and continuing through the meeting or any adjournment thereof.

Section 10. Waiver of Notice. Any member may waive any required notice if in writing, signed by the member entitled to such notice and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting shall constitute waiver unless at the beginning of the meeting, the member objects to the holding of the meeting or transacting business at the meeting. In instances where a particular matter is not properly set forth in the notice, the member must object when the matter is presented.

Section 11. Proxies. A member may vote by proxy but no proxy shall be valid for more than eleven months unless expressly provided for in the proxy form.

Section 12. Associate Memberships. Associate Members shall have no voting rights, right to notice of meetings at which votes are to be taken or any rights to attend such meetings.

ARTICLE V

DIRECTORS

Section 1. General Powers. The business of the Corporation shall be managed by or under the direction of its Board of Directors which may exercise all such powers of the corporation and do all lawful acts and things as are not by statute or by the articles of incorporation or these by-laws circumscribed, prohibited or reserved to the Regular Members.

Section 2. Number and Composition. The number of directors which shall constitute the whole board of Directors shall be six, consisting of four Regular Members and two appointed OnviSource Vendor members ("Directors"). The Board shall have officers consisting of the President, the Vice President, the Secretary and the Treasurer. The immediate Past President is ex-officio. Thereafter, within the limits specified, the number and composition of the board of directors shall remain the same unless the Regular Members at an annual meeting determine differently. The directors shall be elected at the annual meeting of Regular Members except in instances where vacancies occur. Unless sooner displaced, each director shall remain in office until his successor is elected and qualified.

Section 3. Term and Vacancies. Vacancies may be filled for the unexpired term by a majority of the Directors then in office, though less than a quorum. The term of directors who are officers of the Corporation shall be limited by the term of their office. The terms of the other directors shall be two years and shall have terms which are staggered equally as may be practicable. The appointment and terms of the initial directors shall be made by the Incorporator at the first organizational meeting. No person may be a director for longer than six successive years.

Section 4. Resignation. A director may resign at any time by delivering written notice to the board of directors, its presiding officer, or to the president or secretary.

Section 5. Removal. Any Director may be removed from the Board of Directors by the eighty (80%) percent vote of the remaining voting Directors at any meeting called for that purpose, for malfeasance, misfeasance or conduct in violation of the Articles of Incorporation, Bylaws, statutory or common law. Any Director proposed to be removed shall be entitled to at least five (5) days notice in writing of the Board of Directors meeting at which such removal is to be voted upon, the purpose of the meeting and the specifics of the charges under consideration by the Board of Directors, and shall be entitled to appear before, offer any appropriate defense, and participate with the Board of Directors at such meeting. If a removed director is also an officer, then his term in office shall also end. Notwithstanding the foregoing, any Director may be removed, without cause assigned, by a vote of the majority of all the Regular Members of the Corporation at any regularly called meeting of the members.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Location. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Georgia.

Section 2. Newly Elected Board. The first meeting of each newly elected Board of Directors shall be held immediately following the annual meeting of the membership and no notice of such meeting shall be necessary to the newly Elected Directors in order to legally constitute the meeting provided a quorum is present.

Section 3. Notice. Regular meetings of the Board of Directors may be held without notice of the date, time, place, and purpose of the meeting as shall from time to time be determined by the Board. Special meetings of the Board of Directors require notice to each director reasonable in time under the circumstances of the date, time, but not the purpose, of the meeting. Absent exigent circumstances, two days notice shall be deemed reasonable. A special meeting may be called by any officer of the Corporation or any two directors.

Section 4. Waiver of Notice. Any director may waive any required notice if in writing, signed by the director entitled to such notice and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at a meeting shall constitute waiver unless at the beginning of the meeting or promptly upon his arrival, the director objects to the holding of the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. In instances where a particular matter is not properly set forth in the meeting, the director must object when the matter is presented.

Section 5. Participation. Any or all of the directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any available means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 6. Action Without Meeting. A Board of Directors may take action without a meeting if the action is evidenced by one or more written consents describing the action taken, signed by no fewer than the required number of directors, and delivered to the Corporation for inclusion in the minutes for filing with the corporate records reflecting the action taken. The action is effective when the last director signs the consent, unless the consent specifies a different date. Such consent has the effect of a meeting vote and may be described as such in any document.

Section 7. Quorum. A quorum of the Board of Directors consists of a majority of the number of directors in office immediately before the meeting begins. The affirmative vote of a majority vote of the Board of Directors is the act of the Board of Directors unless otherwise provided in these bylaws or required by statute. A director who is present at a meeting where corporate action is taken is deemed to have assented to the action unless (a.) the director at the beginning of the meeting or promptly upon his arrival, the director objects to the holding of the meeting or transacting business at the meeting, or (b.) the director's dissent or abstention from the action taken is entered in the minutes of the meeting, or (c.) the director delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after the adjournment. The right to dissent or abstention is not available to a director who votes in favor of the action taken.

ARTICLE VI, MEETING OF THE DIRECTORS (Continued)

Section 8. Committees. The Board of Directors may create one or more committees of the board and appoint members to serve on them. Each committee shall have at least one board member serving on it and shall keep regular minutes of its meetings to be reported to the Board of Directors when they require. Each such committee shall have such power as authorized by the Board of Directors except as prohibited by statute. The sections in this Article which apply to directors governing meetings, notice, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board, apply to committees and their members as well.

Section 9. Compensation and Expense Reimbursement. Fixing of compensation shall be reserved to the Regular Members. The Board of Directors shall have the authority to provide for reimbursement for reasonable expenses above and beyond what expenses they would occur as Regular Members.

Section 10. Removal. Any Director who is absent from two (2) consecutive meetings of the Board, and such absences have not been excused by the Board, shall be automatically removed and a successor appointed to fulfill that unexpired term of office pursuant to the vacancy provisions of these Bylaws.

ARTICLE VII

OFFICERS

Section 1. In General. The officers of the Corporation shall be President, Vice President, Secretary and Treasurer, all of whom are to be and remain Regular Members in good standing and whom shall be elected by majority vote at the Annual Meeting of the Regular Members. Unless otherwise provided in these by-laws, one person may hold more than one office except that of President but no person may be an officer for more than four (4) successive years. Vacancies shall be filled for the remainder of the term by the majority vote of the Board of Directors. The Board of Directors may appoint such other officers and agents as it shall deem necessary that shall hold their offices for such terms and exercise such powers and perform such duties as shall be determined from time to time by the Board. The salaries of all officers of the Corporation shall be fixed by the Regular Members. The salaries of all agents of the Corporation shall be fixed by the Board of Directors. Notwithstanding the limitations on term, the officers of the Corporation shall hold office until their successors are chosen and qualified. At the first organizational meeting, the Incorporator shall appoint the initial slate of officers to hold office.

Section 2. The President. The President shall be the chief executive officer of the Corporation, shall preside at all meetings of the membership and the Board of Directors, shall have general and active management of the business of the Corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall have and may exercise all the other powers and authority of the Board of Directors as the Board shall determine. The initial term of office for the Corporation's President shall be one year and thereafter shall be for a term of two years and shall be staggered with the Treasurer's term. In the absence of the President or in the event of his or her inability to act or upon his or her demise and where no alternate has been chosen by the Board of Directors, the Vice President shall act in his or her place and stead, and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the President.

Section 3. The Vice President. The Vice President shall assist the President in carrying out his or her duties and shall be responsible for such additional duties as deemed necessary by the President. The Vice President shall hold office for a one-year term.

ARTICLE VII, OFFICERS (Continued)

Section 4. The Secretary. The Secretary shall attend all the meetings of the Board of Directors and all meetings of the collective Regular Members and record all the proceedings of the meetings of the Corporation and the collective Regular Members in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the membership and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. The Secretary shall have custody of the corporate seal of the corporation and he or she shall have authority to any instrument requiring it and when so affixed it may be attested by his or her signature. The Secretary shall have custody of and maintain all of the corporate records not under the purview of Treasurer, maintain a current roster of the membership, and shall be responsible for such additional duties as deemed necessary by the President. The Secretary shall hold office for a one year term. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his or her signature.

Section 5. The Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall collect dues, assessments and fees from the members and shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall hold office for a two-year term.

Section 6. The officers shall be elected annually at the same Annual Members meetings are elected.

- (a) Each shall cast one vote for each office.
- (c) In the event of tie vote between candidates, the result shall be determined by the toss of a coin by the candidates or their appointed representatives;

Section 7. Resignation and Removal. An officer may resign at any time by delivering written notice to the Board of Directors, its presiding officer, or to the President or Secretary. Officers may be removed from their offices by a majority vote of the Board of Directors.

Section 8 Incapacity. In the event the Secretary or the Treasurer is incapacitated or unable to act, then the President may act in his or her place and stead.

ARTICLE VIII

EXECUTIVE DIRECTOR AND STAFF

Section 1 Appointment. The Board of Directors may appoint or hire an Executive or such other management personnel as the business of the Corporation may require.

Section 2 Authority and Responsibility. The Executive Director, or other such management personnel, shall manage and direct all activities of the Corporation subject to the policies of the and through the office of the President or as otherwise directed by the Board. The Executive Director shall:

- (a) supervise, direct, and control the business affairs of the Corporation; hire, supervise and direct all employees of the Corporation;
- (b) have the power to delegate responsibilities and commensurate authority to his or her subordinates;

ARTICLE VIII EXECUTIVE DIRECTOR AND STAFF (Continued)

- (c) supervise, direct, and control the collection and disbursement of all funds of the Corporation in accordance with the specific or general policies and instructions of the Board;
- (d) attend all meetings of the Board and all Committees and, whenever practical, serve as the staff advisor and recording secretary thereof; and
- (e) have such powers and duties as may be prescribed by the Board from time to time.

ARTICLE IX

SPECIAL CORPORATE RESTRICTIONS AND OBLIGATIONS

Section 1. In General. The sections in this Article shall control notwithstanding any other provision in these bylaws.

Section 2. Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of any private member or individual, and no member, officer, Director or employee of the Corporation shall receive or lawfully be entitled to receive any pecuniary profit of any kind except as reasonable compensation for services in effecting one or more of the Corporation's purposes.

Section 3. Dissolution. In the event of dissolution of the Corporation, the assets of the Corporation shall be distributed to similar organizations as the Board of Directors shall determine and such distribution shall be ratified by a majority vote of the remaining members in good standing.

Section 4. Limitation of Liability. In no event will the Corporation, its Officers, Directors or OnviSource be liable for direct, indirect, special, incidental, consequential, punitive, or other damages (including lost profits, lost data, or downtime costs) arising out of any information obtained as a result of membership of the Corporation whether based in contract tort or other legal theory and whether or not Corporation was advised of the possibility of such damages.

Section 5. Indemnification of Officers and Directors.

Officers and Directors shall be indemnified as follows:

- (a) The Corporation shall indemnify and hold harmless every director and officer, all former Directors and Officers, and such person's heirs, executors and administrators, for all expenses (including reasonable attorneys' fees) and court and arbitration costs, judgments, liabilities, fines, and amounts paid in settlement in connection with or resulting from any claim, action, suit or proceeding asserted or threatened against him/her, by any civil, criminal, administrative or investigative action, threatened, pending, or completed, in any court, administrative agency or otherwise by reason of being or having been a director or officer, except in relation to matters as to which a or officer is finally adjudged by competent court of Law of related jurisdiction in such claim, action, suit or proceeding as being guilty of negligence or misconduct, including but not limited to willful or fraudulent conduct detrimental to the best interests of the Corporation, in respect of the matter in which indemnification is sought.

ARTICLE IX SPECIAL CORPORATE RESTRICTIONS AND OBLIGATIONS (Continued)

- (b) If the Corporation has not fully indemnified any Director or Officer, or former Director or former Officer, the court or arbitrator in the proceeding in which any claim against any Director or Officer has been asserted, or any court or arbitrator having the requisite jurisdiction of any action instituted by such Director or Officer on his/her claim for indemnity, may assess indemnity against the Corporation for the amount paid by such Director or Officer in satisfaction of any judgment or in compromise of any such claim (exclusive in either case of any amount paid to the Corporation), and any expenses and costs including attorneys' fees actually and necessarily incurred by him/her in connection therewith to the extent that the court or arbitrator shall deem reasonable and equitable, provided, nevertheless, that indemnity may be assessed under this Article of the Bylaws only if the court or arbitrator finds that the person indemnified was not guilty of negligence or misconduct in respect of the matter in which indemnity is sought.
- (c) Any indemnification in accordance with the foregoing (unless ordered by a court or arbitrator) shall be made by the Corporation upon a determination that indemnification of the Director or Officer and OnviSource is proper in the circumstances because he/she shall not have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought; and such determination shall be made (1) by the by a majority vote of a quorum consisting of the Directors who are not parties to such a claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- (d) The indemnification provided by the Article IX shall not be exclusive of any other rights to which those seeking indemnification may be entitled and shall inure to the benefit of heirs, executors, administrators and devisees of such person.

Section 6. Indemnification of OnviSource. The Corporation shall indemnify and hold harmless OnviSource, for all expenses (including reasonable attorneys' fees) and court and arbitration costs, judgments, liabilities, fines, and amounts paid in settlement in connection with or resulting from any claim, action, suit or proceeding asserted or threatened against him/her, by any civil, criminal, administrative or investigative action, threatened, pending, or completed, in any court, administrative agency or otherwise by reason of being or having been associated with or partners with the Corporation. This indemnification relates only to events and circumstances arising out of OnviSource's association and participation in the Corporation and does not affect the relationship or contractual obligations between OnviSource as a vendor and its customers.

Section 7. Amendment. Amendments of any of the provisions this Article or the provisions stated in Article II shall require amendment of the Articles of Incorporation.

ARTICLE X
REGIONAL ACTIVITIES

Section 1. Management. The activities of each regional area as defined in Article I shall be managed by the Board of Directors member elected from or appointed to that Region. Such directors shall have general and active management of their respective region's business, shall preside at all meetings at the regional level, shall see that all orders and resolutions of the region are carried into effect, and shall have and may exercise all the other powers and authority as the Board of Directors shall determine.

ARTICLE X REGIONAL ACTIVITIES (continued)

Section 2. Record keeping and Reporting. Each regional director shall periodically report the activities of the region to the Board of Directors as the Board shall determine. Minutes of meetings shall be forwarded to the Secretary of the Corporation for safekeeping. All financial transactions shall be handled through the Treasurer's office excepting those which the Treasurer shall approve in advance.

Section 3. Regional Governance. Those Sections 4 through 8 and 10 through 12 inclusive in Article IV which apply to members governing meetings, notice, action without meetings, notice and waiver of notice, and quorum and voting requirements apply to regional meetings and their members as well unless the context in said sections require otherwise.

Section 4. Approval by the Board of Directors. All regional activities are to be regional in nature and actions taken by the respective regions shall not bind any member outside the region. All such actions are subject to unanimous approval by the Board of Directors, which said approval shall be presumed provided that the Board of Directors shall have notice thereof, unless expressly disapproved or qualified.

ARTICLE XI GENERAL PROVISIONS

Section 1. Privacy of Information. Any information generated by the Corporation through its activities is for the exclusive use of its Regular Members and others designated from time to time by the Board of Directors.

Section 2. Ownership of Corporate Work Products. Any member authorized by the Corporation in an official capacity to develop any work product for the benefit of the Corporation and its membership shall acquire no rights in the said work product except that such member shall be allowed full use of said work product in the member's own organization without fees or assessments above actual costs charged to the Corporation for allowing said member to use said work product in this manner.

Section 3. Bylaw Amendment. These bylaws may be altered, amended or repealed or new by-laws adopted upon a majority vote of the Members.

Section 4. Nominations. The Board of Directors will appoint a nominating committee which shall, in advance of the annual meeting, propose a slate of officers and directors to the Regular Members for election thereat. Said proposal shall not preclude nominations from the floor of the annual meeting.

Section 5. Annual Statement. The Board of Directors shall present at each annual meeting a full and clear statement of the business and condition of the Corporation.

Section 6. Audit. The Board of Directors will assign an Audit Committee consisting of 3 Directors to periodically review, audit and approve Corporation's financial and business transactions including but not limited the final Annual Statements. The Audit Committee must include at least one Director from OnviSource.

Section 7. Fiscal Year The fiscal year of the Corporation shall be January 1 through December 31.

Section 8. There is no Corporate Seal.
