



## **BYLAWS**

<b>ARTICLE I PURPOSES</b>	<b>1</b>
1.1 Principal Purposes	1
1.2 Achieving Purposes	1
1.3 Conducting Business	1
<b>ARTICLE II DEFINITIONS</b>	<b>2</b>
2.1 Defined Terms	2
2.2 Establishment	2
2.3 Member	2
2.4 Affiliate	2
2.5 Member Representative	2
2.6 Affiliate Representative	2
2.7 SHARE Activity	2
2.8 Attendee	2
2.9 Delegate	2
2.10 General Meeting	2
2.11 Anniversary Meeting	2
<b>ARTICLE III MEMBERSHIP AND AFFILIATION</b>	<b>3</b>
3.1 Membership and Affiliation	3
3.2 Additional Classes of Members	3
3.3 Application for Membership or Affiliation	3
3.4 Qualification as Member or Affiliate	3
3.5 Obligations of all Members and Affiliates	3
3.6 Grounds for Loss of Membership or Affiliation	4
3.7 Appeal	4
3.8 Withdrawal	5
3.9 Reinstatement	5
<b>ARTICLE IV MEETING OF MEMBERS</b>	<b>6</b>
4.1 General Meetings	6
4.2 Special Meetings	6
4.3 Notice	6
4.4 Quorum	6
4.5 Organization	6
4.6 Voting	7
4.7 Action by a Majority Vote	7
4.8 Special Voting Procedures	7
4.9 Inspectors	7
<b>ARTICLE V DIRECTORS</b>	<b>8</b>
5.1 Powers	8
5.2 Number, Term of Office and Qualification	8
5.3 First Meeting	9

5.4	Regular and Special Meeting	9
5.5	Notice of Special Meetings	9
5.6	Waiver of Notice	9
5.7	Quorum	9
5.8	Conduct of Business	9
5.9	Action by Majority Vote	10
5.10	Filling Vacancies	10
5.11	Reports to the Membership	10
<b>ARTICLE VI OFFICERS</b>		<b>11</b>
6.1	Officers	11
6.2	Term and Qualification	11
6.3	Resignations	11
6.4	Vacancies	11
6.5	The President	11
6.6	The Vice Presidents	11
6.7	The Secretary	11
6.8	The Treasurer	12
6.9	Standing Committees	12
6.10	Number of Vice Presidents	12
6.11	Succession	12
6.12	Decreasing the Number of Vice Presidents	13
<b>ARTICLE VII ELECTIONS</b>		<b>14</b>
7.1	Nominations	14
7.2	Report	14
7.3	Nomination by Petition	14
7.4	Qualification and Assurance of Candidates	14
7.5	Withdrawal from Candidacy	14
7.6	Election Procedure	15
7.7	Vote Required for Election to Office	15
7.8	Voting Formula	15
7.9	Extension of Term of Office	15
7.10	Election Schedule	15
<b>ARTICLE VIII MEMBER COMMUNICATION</b>		<b>16</b>
8.1	Periodic Publication	16
8.2	Waiver of Rights	16
8.3	Reproduction	16
8.4	Publication Standards	16
<b>ARTICLE IX LIMITATION ON CIRCULATION OF INFORMATION</b>		<b>17</b>
9.1	Scholarly and Scientific Endeavor	17
9.2	Persons In the Information Technology Field	17
9.3	Information Referrals	17
<b>ARTICLE X CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, VOTING OF SECURITIES, ETC.</b>		<b>18</b>
10.1	Execution of Contracts	18
10.2	Checks, Drafts, etc	18
10.3	Deposits	18
10.4	Voting Securities Held by SHARE	18
<b>ARTICLE XI BOOKS AND RECORDS</b>		<b>19</b>

11.1	Books and Records	19
11.2	Other Books and Records	19
<b>ARTICLE XII SEAL</b>		<b>20</b>
12.1	Seal	20
<b>ARTICLE XIII AMENDMENT OF BYLAWS</b>		<b>21</b>
13.1	Amendments by the Members	21
13.2	Amendments by Directors	21
13.3	Change of Time or Place of Anniversary Meeting	21
<b>ARTICLE XIV CONSENT IN LIEU OF MEETING</b>		<b>22</b>
14.1	Consent	22
14.2	Report to the Membership	22
<b>ARTICLE XV EMERGENCY BYLAW PROVISIONS</b>		<b>23</b>
15.1	Emergency Provisions	23
15.2	Call and Notice of Director's Meetings	23
15.3	Quorum of Directors	23
15.4	Officer's Succession	23
15.5	Liability	23
15.6	Termination	23
<b>ARTICLE XVI INDEMNIFICATION</b>		<b>24</b>
16.1	Right to Indemnification	24
16.2	Payment of Claims	24
16.3	Non-Exclusivity of Rights	24
16.4	Insurance	24
16.5	Expenses as a Witness	24
16.6	Indemnity Agreements	25
16.7	Effect of Amendment	25



## ARTICLE I PURPOSES

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**1.1 Principal Purposes.** The principal purposes of SHARE Inc. (hereafter referred to as "SHARE") shall be to foster research and development of information processing technologies and to improve the effectiveness of SHARE Members' information services by promoting mutual support and influencing the development of information processing products and services.

**1.2 Achieving Purposes.** To achieve these ends SHARE shall:

1.2.1 organize and conduct conferences, discussion groups, forums, panels, lectures and other similar programs concerned with research and development and the exchange of technological data.

1.2.2 publish the results of its research and make such publications available to the interested public on a noncommittal and non-discriminatory basis;

1.2.3 establish and continually improve standards for communicating computer science results and programming information to interested members of the public.

**1.3 Conducting Business.** To achieve these purposes, the business of SHARE shall be conducted as appropriate at Meetings of the Members (as specified in Article IV of these Bylaws) and by the SHARE Board of Directors (as specified in Article V of these Bylaws).

## ARTICLE II DEFINITIONS

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**2.1 Defined Terms.** As used in these Bylaws, the following terms shall have the meanings set forth in this section.

**2.2 Establishment.** Any organizational entity which is actively involved in the information technology industry, or in the use of information technology.

**2.3 Member.** An Establishment that has been accepted for SHARE membership pursuant to Article III of these Bylaws.

**2.4 Affiliate.** Any Establishment or person that has been accepted for SHARE affiliation pursuant to Article III of these Bylaws.

**2.5 Member Representative.** The individual designated by a Member to serve as that Member's official spokesman at any function of SHARE and to cast that Member's vote.

**2.6 Affiliate Representative.** The individual designated by an Affiliate to serve as that Affiliate's official spokesman at any function of SHARE.

**2.7 SHARE Activity.** Any event, function, process, service, or organizational entity which is funded or sponsored by SHARE.

**2.8 Attendee.** Any individual who participates in a SHARE Activity and who has not otherwise been prohibited from doing so by action of the SHARE Board of Directors

**2.9 Delegate.** Any individual in the employ of and authorized by a Member or Affiliate in good standing who participates in a SHARE Activity and who has not otherwise been prohibited from doing so by action of the SHARE Board of Directors.

**2.10 General Meeting.** Meetings of the Members as defined in Section 4.1 of these Bylaws.

**2.11 Anniversary Meeting.** The General Meeting of the Members as designated by the Board of Directors during which the normal and necessary legal business of SHARE as described in these Bylaws is conducted.

## ARTICLE III MEMBERSHIP AND AFFILIATION

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**3.1 Membership and Affiliation.** The Board of Directors of SHARE shall establish, and publish annually, the qualifications acceptable and necessary as requirements of membership and affiliation. A Member or Affiliate shall continue to qualify as a Member or Affiliate if the Establishment:

3.1.1 satisfies the current criteria for membership or affiliation, or

3.1.2 continues to satisfy the criteria under which it last qualified for membership or affiliation.

An Establishment that is eligible to become either a Member or Affiliate is free to choose its form of association with SHARE.

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

**3.3 Application for Membership or Affiliation.** An Establishment desiring to become a Member or Affiliate shall complete and submit to the Secretary an application form for SHARE membership or affiliation. The standards for applications for SHARE membership or affiliation shall from time to time be determined and established by the Board of Directors.

**3.4 Qualification as Member or Affiliate.** The Membership Committee or its designee shall review each application for membership or affiliation, and if satisfied with the bona fides thereof, and that the Establishment's admission will further the purposes set forth in Article I of these Bylaws, shall notify the Establishment of said admission. The applicant shall be notified of the committee's approval or rejection within thirty (30) days after the committee's action. An applicant having received committee approval shall immediately become a Member or Affiliate in good standing.

An Establishment that has been rejected for membership or affiliation may file an appeal in writing with the Board of Directors (addressed to the Secretary) within sixty (60) days of the mailing of the notice of rejection. The Board of Directors shall act upon the appeal within one hundred twenty (120) days of receipt of the appeal and notify the appellant promptly of its decision.

**3.5 Obligations of all Members and Affiliates.** Each Member or Affiliate, its Representative and its Delegates shall abide by the Bylaws, Policies and practices, and the rules and regulations of SHARE as they shall from time to time appear. Failure by the Member or Affiliate, its Representative or its Delegates, to comply, shall be grounds for expulsion of such Member or Affiliate. Compliance specifically includes the requirements to:

3.5.1 abide by SHARE's Canons of Conduct and applicable directives of the Board of Directors;

3.5.2 engage in SHARE's technical inquiries and exchanges in a cooperative manner and spirit and in the best scientific and professional tradition;

3.5.3 promptly review and respond to communications when SHARE solicits views, comments or action of Members and Affiliates;

3.5.4 pursue with diligence and properly conclude SHARE project or other assignments voluntarily accepted;

3.5.5 advise the originator of any matter distributed by SHARE of errors or omissions therein; and

3.5.6 abide by and promote SHARE's direct, candid and courteous mode of inter-Member communications.

**3.6 Grounds for Loss of Membership or Affiliation.** Decisions as to loss of membership or affiliation shall be made by the Membership Committee. An Establishment will lose its membership or affiliation status sixty (60) days after mailing of written notice from the Secretary to the Representative that one or more of the following grounds (the controlling one(s) to be set forth in the notice) shall have occurred:

3.6.1 the Establishment no longer qualifies as a Member or Affiliate, as provided for in Section 3.1 of this Article;

3.6.2 the Establishment shall have failed to participate in at least one SHARE Activity during a calendar year; or

3.6.3 the Establishment shall have been found by the Board of Directors, to have failed to abide by the Bylaws, the Policies and practices, the Canons of Conduct, or the rules and regulations of SHARE.

Written notice required by this Section must be delivered by a means that provides a returned receipt acknowledgement.

Notwithstanding other provisions of this Section, if loss of membership or affiliation shall have been based wholly or partially on the grounds set forth in section 3.6.3, the Membership Committee may determine that membership or affiliation will be lost upon the expiration of any period shorter than sixty (60) days after mailing of the written notice required by this Section.

**3.7 Appeal.** Within sixty (60) days of the mailing of the notice from the Secretary sent under Section 3.6, the recipient Establishment may file an appeal in writing with the Board of Directors (addressed to the Secretary) to have the notice set aside. The sole bases upon which such appeal may be made shall be:

3.7.1 satisfactory proof that the ground(s) set forth in the notice is (are) not founded;  
or



3.7.2a detailed statement of extenuating circumstances.

The Board of Directors shall act upon an appeal within one hundred twenty (120) days of its receipt and shall notify the appellant in writing of its decision promptly thereafter. The Board of Directors' decision shall be final and binding.

**3.8 Withdrawal.** A Member or Affiliate may voluntarily withdraw from SHARE at any time by serving written notification of the desire to so withdraw. Such notification shall be signed by the Representative and shall be directed to the Secretary. The withdrawal shall become effective upon receipt of notice by the Secretary.

**3.9 Reinstatement.** A former Member or Affiliate may apply to the Board of Directors for reinstatement.

## **ARTICLE IV MEETING OF MEMBERS**

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**4.1 General Meetings.** A conference of Members shall be held at least once in each calendar year at such time as shall be determined by the Board of Directors and designated in the notice of the meeting. During the General Meeting designated as the Anniversary Meeting the Members entitled to vote shall elect officers and directors as prescribed by Section 7.10 of these Bylaws and may transact such business as may properly come before the meeting. The Anniversary Meeting shall provide at least one opportunity for all Members to meet for the conduct of business.

**4.2 Special Meetings.** Special meetings of the Members may be called to conduct the business of SHARE for the specified purpose at any time by the President or the Secretary, and shall be called when ordered by the Board of Directors. In addition, special meetings shall be called upon written request to the Secretary (stating the purpose of the proposed meeting) signed by not fewer than three (3) percent of the Representatives of the Members; provided, however, that any such meeting called by the Members must be held at the location and during the official dates of a regularly scheduled SHARE General Meeting. All other special meetings shall be held at such times as may be designated in the notice of such meeting.

**4.3 Notice.** Written notice, sent via postal mail, email or other means of electronic communication of meetings of the Members of SHARE shall be given by the President or the Secretary, and sent to each Establishment entitled to participate thereat. Notice shall be addressed to the Representative or at the address appearing on the records of SHARE, not less than twenty (20) days before the time designated for such meeting. In the case of a special meeting, the highest ranking official of SHARE involved in the meeting shall be designated by the Board of Directors to address the notice of meeting to the particular Establishments concerned.

**4.4 Quorum.** The representation by not fewer than ten (10) percent of the Members' Representatives or their alternates entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Members. When a quorum is once present, it is not broken by the subsequent withdrawal of any Representatives at this meeting including all adjournments thereof. A majority of the Members' Representatives at any meeting including an adjourned meeting, whether or not a quorum is present, may adjourn such meeting to another time and place.

**4.5 Organization.** At every meeting of Members called for the purpose of transacting business, the President, and in the absence of the President, an acting President designated by the Board of Directors, shall act as Chairman of the meeting. The Secretary, and in the absence of the Secretary, an acting Secretary designated by the Board of Directors, shall act as Secretary of the meeting. The Board of Directors shall be free to designate any person as Acting President or Acting Secretary. Unless otherwise specified by the Board of Directors, business meetings will be run under Robert's Rules of Order.

**4.6 Voting.** The Members' Representatives shall have the exclusive right to vote on all matters pertaining to the general affairs of SHARE on which a vote of the Members is required or deemed by the Board of Directors to be desirable. Each Member in good standing and entitled to vote shall be entitled to one vote at all meetings of Members, which shall be cast by the Member's Representative or, in his absence, by an alternate from that Establishment designated by the Member.

**4.7 Action by a Majority Vote.** At all duly constituted meetings of Members, all questions, except as otherwise provided by law or by these Bylaws, shall be decided by the vote of a majority of the Members' Representatives entitled to vote thereon who shall be represented at the meeting and who shall vote thereon.

**4.8 Special Voting Procedures.** Where deemed appropriate by the Board of Directors, items of SHARE business may be directed to limited groups of Members for their vote or other action if the Board of Directors shall, after careful consideration, consider such matters as affecting only such Members.

**4.9 Inspectors.** The presiding officer of any meeting of Members called for the purpose of transacting business shall appoint two or more inspectors to act at the meeting or any adjournment thereof. In the case of election inspectors, an inspector shall not be a Delegate from an Establishment with which a candidate for office is employed. Each inspector, before entering upon the discharge of his duties, shall agree to faithfully execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors shall determine the number of Members eligible to vote, the Members represented at the meeting, the existence of a quorum, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the results, and do such acts as are proper to conduct the election or vote with fairness to all Members. On request of any person presiding at the meeting or any Member entitled to vote, the inspectors shall make a report in writing of any challenge, question, or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated and of the vote as certified by them, and shall be included as part of the minutes of proceedings of said meeting.

## ARTICLE V DIRECTORS

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NOTE: ARTICLE V is subject to the provision of Article XIV (Consent in Lieu of Meeting).

**5.1 Powers.** All SHARE's power shall be exercised by the Board of Directors, except as otherwise expressly provided by law or by the Certificate of Incorporation or by these Bylaws, but the directors shall act only as a Board and the individual directors shall have no power as such. Among such powers are:

5.1.1 development, determination and prosecution of SHARE policy;

5.1.2 interpretation and implementation of decisions of the Members;

5.1.3 approval of SHARE's budget (after review by the Finance and Audit Committee) and the budgets of any SHARE Activity and designation of an independent certified accountant (such designation to be approved by a majority vote of those Members present and voting) to audit SHARE's financial records and to prepare all necessary tax returns and information statements;

5.1.4 establishment of fees for all SHARE Activities and subscription rates for SHARE's distributions, publications, and services;

5.1.5 establishment of such organizational structure and positions as it deems necessary to carry out the purposes of SHARE;

5.1.6 contracting for such professional services as it deems necessary to support the proper functioning of SHARE.

**5.2 Number, Term of Office and Qualification.** The number of directors of SHARE, which shall not be less than seven (7), shall be determined in the first instance by the Certificate of Incorporation and thereafter for annual terms, by the Members at the Anniversary Meeting. At least one member of the Board of Directors shall be elected at each Anniversary Meeting. At any meeting where more than one director is to be elected to the Board of Directors, the President shall designate which vacancies shall be for a one-year term and which shall be for a two-year term, and separate voting shall be held for each vacancy. SHARE's President, Vice Presidents, Secretary and Treasurer shall automatically become directors when elected to their office, the retiring President shall automatically become a member of the Board of Directors upon the election of his successor as President and shall remain a director for the length of the term of his successor. In addition to the aforementioned officers (as specified in Article VI of these Bylaws), the Board of Directors shall have at least three other members. Any eligible person may be reelected as director one or more times. Each director elected as such shall continue in office for two years until the Anniversary Meeting at which his successor is elected and qualified, or until his death, resignation, removal, or loss of Establishment membership. In addition, the President may, with the advice and consent

of the other elected directors, appoint up to two (2) additional voting directors. The terms of office of such appointed directors shall expire at the end of the next Anniversary Meeting. Appointed directors shall have all duties, obligations, rights, and privileges of elected directors. The term of office of any director may be terminated at any time, with or without cause, by a majority vote of all of the Members.

To qualify as a director of SHARE each individual must be in the employ of a Member and remain so for the entire term of office.

**5.3 First Meeting.** Each duly constituted Board of Directors may hold its first meeting for the purpose of organization and the transaction of other business, if a quorum be present, without notice of such meeting, on the same day(s) the Anniversary Meeting of Members having elected said Board of Directors is held, and as soon as practicable after such election. Such first meeting may be held at any other time as specified in a notice as hereinafter provided in Section 5.5 of this Article for special meetings of the Board of Directors, or in a waiver of notice thereof.

**5.4 Regular and Special Meeting.** Regular meetings of the Board of Directors may be held at such times as may be fixed from time to time by resolution of the Board of Directors to conduct such business that may properly come before it; and unless otherwise required by resolution of the Board of Directors, notice of any such meeting need not be given. The President or the Secretary may call, and upon written request signed by any three (3) directors, the Secretary shall call special meetings of the Board of Directors. Meetings of the Board of Directors shall be held at the time designated in the notice or waiver of notice of such meeting.

**5.5 Notice of Special Meetings.** Notice of special meetings of the Board of Directors shall be in writing, signed by the President or the Secretary, and shall be sent to every director by mail, telegram or other means of electronic communication addressed to the last known address at least five (5) days before the time designated for such meeting.

**5.6 Waiver of Notice.** Any meeting of directors and any action otherwise properly taken thereat shall be valid if notice of the time, place and purposes of such meeting shall be waived in writing (including telegraph, cable, wireless or other means of electronic transmission) before, at, or after such meeting by all directors to whom timely notices were not sent as provided in these Bylaws.

**5.7 Quorum.** One-half of the directors in office, but not fewer than four (4) directors shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a smaller number may adjourn any such meeting to a later date. At least one day's notice of such adjourned meeting shall be given in the manner provided in Section 5.5 of this Article to each director who was not present at such meeting. A director shall be considered present at any meeting of the Board of Directors where, through the use of conference telephone or similar communications equipment, all persons participating in the meeting can hear each other

**5.8 Conduct of Business.** The directors may conduct the business of SHARE that may properly come before them at any regular or special meeting of the Board of Directors.

**5.9 Action by Majority Vote.** Except as otherwise expressly required by law or by these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

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

**5.11 Reports to the Membership.** The actions of the directors at any meeting of the Board of Directors shall be reported to the membership within one hundred twenty (120) days of that meeting.

## ARTICLE VI OFFICERS

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**6.1 Officers.** The officers of SHARE shall be a President, such number of Vice Presidents as recommended by the Board of Directors and approved by the Members (as specified in Section 6.10 of this Article), a Secretary, and a Treasurer. Each shall have such duties or functions as are provided in these Bylaws or as the Board of Directors may from time to time determine. Officers shall be elected by the Members at the Anniversary Meeting according to the schedule in Section 7.10 of these Bylaws. One person may not simultaneously hold any two or more of the foregoing offices

**6.2 Term and Qualification.** The term of office of each officer shall be two years commencing with his election at any Anniversary Meeting and until his successor is elected and qualified, and may be terminated at any time, with or without cause, by a majority vote of all Members. An officer may not succeed himself to the same office once a full two-year term has been completed in that office. To qualify as an officer of SHARE, each individual must be in the employ of a Member and remain so for the entire term of office.

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

**6.4 Vacancies.** A vacancy in any office caused by death, resignation, removal, disqualification or any other cause shall be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting. The individual selected to fill such a vacancy must meet the same qualifications required of a nominee for that office as specified in Section 7.4 of these Bylaws.

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

**6.6 The Vice Presidents.** The Vice Presidents shall perform such duties as may from time to time be assigned to them by the President or by the Board of Directors.

**6.7 The Secretary.** The Secretary shall act as secretary of all meetings of the Board of Directors and business meetings of the Members of SHARE, and shall keep the minutes thereof in the proper book or books to be provided for that purpose. The Secretary shall cause all notices required to be given by SHARE to be duly given and

served. The Secretary or an agent designated by the Board of Directors shall have charge of the other books, records and papers of SHARE except those reports, statements and other documents required by law to be otherwise kept and filed elsewhere. The Secretary shall cause to be maintained a current list of Members and Affiliates and be responsible for membership applications and renewals and shall cause to be published and distributed the proceedings of conferences. The Secretary shall, in general, perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the Board of Directors or by the President.

**6.8 The Treasurer.** The Treasurer or an agent, designated by the Board of Directors, shall collect, and keep accounts and books of all moneys received and expended for the use of SHARE. The Treasurer shall deposit sums received by SHARE in the name of SHARE in such depositories as shall be approved by the Finance and Audit Committee. The President and the Treasurer, and such other persons as the Board of Directors may from time to time authorize, shall be authorized signatories for all accounts and depositories.

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

6.9.1 The Membership Committee. The chairman of the committee shall be the Secretary. The committee shall consist of not fewer than three (3) officers or directors appointed by the President. The duties of this committee are as defined in Section III of these Bylaws.

6.9.2 The Finance and Audit Committee. The chairman of the committee shall be the Treasurer. The committee shall consist of the President, the Treasurer and at least one director. The committee's duties shall consist of preparation of SHARE's budget for approval of the Board of Directors, and review and approval of requests for unbudgeted expenditures, supervision of accounting methods and procedures, and the preparation of and delivery to the Members of an annual report of SHARE's financial status. In addition, the committee will make recommendations to the Board regarding the appointment, compensation, retention and oversight of the outside auditing firm; will review the results of the audit and will present these results to SHARE's officers and directors.

**6.10 Number of Vice Presidents.** The number of Vice Presidents shall be determined by the Board of Directors and recommended to the Members for approval subject to the constraint that there be at least one Vice President. Should the number of Vice Presidents be increased within one hundred twenty (120) days prior to the election of officers (as specified in Article VII of these Bylaws) the additional offices shall be filled in the manner specified in Article VII of these Bylaws, otherwise the additional offices shall be filled in the manner specified in Section 6.4 of this Article.

**6.11 Succession.** If the time served by a Vice President created under Section 6.10 of this Article shall be less than six (6) months, and if said Vice President is elected to succeed himself/herself at the next Anniversary Meeting, it shall not be considered succession as applied in Section 6.2 of this Article.



**6.12 Decreasing the Number of Vice Presidents.** Should the number of Vice Presidents be decreased, the affected Vice President(s) shall serve until the next Anniversary Meeting or according to Section 6.2 and 6.3 of this Article.

## ARTICLE VII ELECTIONS

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**7.1 Nominations.** The Chairman of the Nominating Committee shall be SHARE's Immediate Past President, if available and willing to accept such chairmanship. If the Immediate Past President is unavailable, the Board of Directors shall appoint the Chairman. The committee shall consist of at least five (5) members. The Chairman shall appoint the committee by choosing from the Members' Delegates and shall cause the names of the committee members to be published to the membership no less than one hundred twenty (120) days prior to the Anniversary Meeting of Members at which the election of officers or directors is to occur. The publication of the names of the members of the Nominating Committee shall be for the purpose of soliciting from Members recommendations of individuals who might be considered to be potential candidates for office, either as an officer or a director. The Nominating Committee may also consider for candidacy any person qualified therefor although such person may not have been recommended by Members. Each Nominating Committee shall cease to exist upon the filing of the Inspectors Report of the Election to which it made nominations.

**7.2 Report.** The Nominating Committee shall report to the Secretary the names of one or more persons whom they have placed in nomination for each position for which the present incumbent's term will expire at the Anniversary Meeting or is otherwise vacant. The Secretary shall cause such nominations to be published to the membership at least forty-five (45) days prior to the Anniversary Meeting.

**7.3 Nomination by Petition.** Any eligible individual may be nominated for any position by a petition signed on his behalf by Members' Representatives from not fewer than three (3) percent of all Members. Nominating petitions and assurances from the candidates (as defined in Section 7.4) must be submitted to the Secretary prior to the deadline as specified in the notice of election.

**7.4 Qualification and Assurance of Candidates.** At the time of nomination, each candidate must be in the employ of a Member. The Chairman of the Nominating Committee shall require in writing from each candidate, whether such candidate has been named by the Nominating Committee or by petition, a written statement by which the candidate offers his/her assurances that, if elected, he/she will diligently fulfill the duties of the position for which nominated during the term thereof. A candidate by petition must submit his/her assurance statement with the completed petition on his/her behalf.

The Nominating Committee shall determine the qualifications, including consideration of any possible conflict of interest, of all candidates. In the event the Nominating Committee's decision as to the qualifications or conflict of interest is disputed, such dispute shall be resolved by the Board of Directors.

**7.5 Withdrawal from Candidacy.** Any duly nominated candidate may withdraw his/her name from nomination by submitting a written request to such effect to the

Secretary prior to the deadline as specified in the notice of election.

**7.6 Election Procedure.** At the Anniversary Meeting the Chairman of the Nominating Committee shall cause to be announced the names of those persons who have been nominated for each position, who have given the requisite written assurances of performance in the event of election, and who have not withdrawn. If a nominee for a position shall be unopposed, the President shall declare such individual elected. As to those positions which are contested, an election shall be held. The Secretary shall cause ballots to be distributed to those eligible to vote.

**7.7 Vote Required for Election to Office.** When more than one (1) candidate is nominated for an officer position, the winning candidate must receive a majority of the votes cast (for that office) in order to be elected to that office. In the event that no candidate receives a majority, the two (2) candidates receiving the greatest plurality will remain in nomination for that office, and a runoff election (following the applicable rules of Election Procedure, Section 7.6 of this Article) will be held for all offices in which majorities were not obtained. Ties will be broken by drawing of lots supervised by the inspectors.

When vacancies on the Board of Directors are to be filled by election and there are more candidates than vacancies, the following procedure will be used. The candidates will be ranked according to the number of votes received, most to least (ties to be broken by drawing of lots supervised by the inspectors). The first candidate on the list will fill one directorship, the next candidate, the next directorship, etc., until all directorships are filled unless the last candidate to fill a directorship is tied with the next candidate on the ordered list; in which case, these two candidates will be entered in a runoff election, and the candidate receiving a majority of the votes cast will fill the directorship. The procedure will be followed separately for two-year term vacancies and one year term vacancies.

**7.8 Voting Formula.** Each Member has the right to cast as many votes as there are positions to be filled. Voting is noncumulative, and no more than one vote may be cast for any candidate.

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

**7.10 Election Schedule.** Elections are to be held at each Anniversary Meeting according to the following schedule. Even numbered years are designated for the election of officers (President, Vice-President, Secretary, Treasurer), and at least one non-officer director. Odd numbered years are designated for the election of at least one non-officer director.

## ARTICLE VIII MEMBER COMMUNICATION

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**8.1 Periodic Publication.** SHARE shall regularly publish, in writing, via email or via other electronic communication SHARE related and other information to its members. This information may include:

8.1.1 communications and announcements to the membership from the Board of Directors and officers;

8.1.2 reports deemed suitable for distribution by an officer or the Board of Directors;

8.1.3 all correspondence addressed to the Secretary and deemed to be of such general interest and non-repetitive character as to be suitable for publication; and

8.1.4 such other matters and documents as shall be required to be published by these Bylaws, an officer or a director.

**8.2 Waiver of Rights.** Anyone submitting correspondence, documentation or other matter to the Secretary or designee for publication by SHARE shall (unless otherwise prominently stated at the top of the title or the first page thereof) thereby waive and renounce any common law copyright or other rights therein, and shall authorize all such correspondence, documentation or other matter or any part thereof, for publication by SHARE unless an authorized exception has been granted by the Secretary or their designee.

**8.3 Reproduction.** A Member or Affiliate shall be authorized to reproduce solely for its internal use all or part of any published SHARE communications unless a special copyright specifically prohibits reproduction. Reproduction of any SHARE communications for any other purpose is expressly forbidden, except as approved in advance by the Board of Directors.

**8.4 Publication Standards.** The standards which must be attained for all correspondence, documentation and other submissions for publication by SHARE shall be established by the Board of Directors, or in the absence of such standards by the Secretary. Considerations such as general interest, timeliness, adherence to SHARE's principal purposes, non-repetitiveness, legibility, and reproducibility shall pertain.

## ARTICLE IX LIMITATION ON CIRCULATION OF INFORMATION

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**9.1 Scholarly and Scientific Endeavor.** Persons affiliated with Members may refer to, and excerpt material from, SHARE communications in giving technical speeches, in publishing scholarly articles, in giving educational courses, or conducting scientific experiments. This Section 9.1 shall be construed liberally for purposes of advancing scientific research, education and scholarship in the public interest, but shall be construed restrictively to avoid commercialism, editorializing and notoriety.

**9.2 Persons In the Information Technology Field.** Individuals in the information technology field having a legitimate interest in information disseminated by SHARE, may request matter routinely distributed to Members and Affiliates. Upon such request, SHARE shall provide such material within reasonable limits as to quantity and material furnished, to any such individual. Recipients will bear costs associated with the distribution of such materials to them.

**9.3 Information Referrals.** Since it is the policy of SHARE to disseminate information and data without encumbrance to those having a legitimate interest therein pursuant to Section 9.1 and 9.2 of this Article, all Members and Affiliates receiving publications of SHARE by virtue of their membership or affiliation with SHARE shall refer to SHARE all inquiries or requests with respect to such publications and data of SHARE, and such inquiries and requests will be acted upon by SHARE in accordance with Section 9.1 and 9.2 of this Article.

## **ARTICLE X CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, VOTING OF SECURITIES, ETC.**

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**10.1 Execution of Contracts.** The Board of Directors, except as otherwise provided in these Bylaws, may prospectively authorize any officer or officers, agent or agents, in the name and on behalf of SHARE to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances. Unless such prospective authorization was in force, all contracts or instruments entered into or executed in the name of SHARE shall be null and void unless subsequently approved by the Board of Directors.

**10.2 Checks, Drafts, etc.** All checks, drafts and other orders for payment of money out of the funds of SHARE shall be signed on behalf of SHARE by the President or the Treasurer or by such person and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**10.3 Deposits.** The funds of SHARE not otherwise employed shall be deposited from time to time to the order of SHARE in such banks, trust companies or other depositories including but not limited to certificate of deposit, short term instruments, commercial paper, stocks, securities, etc., as the Finance and Audit Committee may select or as may be selected by any one or more officers or agents of SHARE to whom such power may from time to time be delegated by the Board of Directors.

**10.4 Voting Securities Held by SHARE.** Stocks and other securities owned by SHARE shall be voted, in person or by proxy, as the Board of Directors shall specify. In the absence of any direction by the Board of Directors, such stocks and securities shall be voted as the President shall determine. It is the duty of the Treasurer to inform the Board of Directors sufficiently in advance of such votes that they shall determine their action.

## ARTICLE XI BOOKS AND RECORDS

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**11.1 Books and Records.** There shall be kept in the custody of the Treasurer, or the Treasurer's agent designated pursuant to Section 6.8 of these Bylaws, correct books of account of all the business and transactions of SHARE.

**11.2 Other Books and Records.** All books and records not covered by Section 11.1 of this Article shall be kept in the custody of the Secretary or the Secretary's agent designated pursuant to Section 6.7 of these Bylaws.

## ARTICLE XII SEAL

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**12.1 Seal.** The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall bear the full name of SHARE and the year of its Incorporation, or shall be in the form of a circle and bear the inscription "Official Corporate Seal".



## ARTICLE XIII AMENDMENT OF BYLAWS

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**13.1 Amendments by the Members.** Except as provided for in Section 13.3 of this Article, these Bylaws may be amended at an Anniversary Meeting or special meeting of Members, called for that purpose, by a two-thirds vote of the Members represented and entitled to vote. Such power to amend these Bylaws may only be exercised to enact proposed amendments which have been published to the membership at least forty-five (45) days prior to the date the vote is to be taken.

**13.2 Amendments by Directors.** Except for Section 13.3 of this Article and this Section, these Bylaws may be amended at any duly constituted meeting of the Board of Directors by a two-thirds vote of the entire Board of Directors.

All amendments to these Bylaws adopted by the Board of Directors shall be subject to rescission by the Members. The Board of Directors shall not have the power to readopt any amendment previously adopted by the Board of Directors which was rescinded by the Members.

When the Board of Directors adopts an amendment to these Bylaws, the Secretary shall distribute to the Members by the most prompt and reasonable means, notice of the amendment. Such notice shall include: (a) the amendment itself; (b) the vote of the Board of Directors in adopting the amendment; and (c) the reasons for adoption of the amendment. Members' responses to the amendment shall be directed to the Secretary. Forty-five (45) days after notice of the amendment has been distributed, the Secretary will tabulate the Members' responses and the amendment will take effect if fewer than two (2) percent of the Members have objected. The amendment, to become permanent, must be ratified pursuant to section 13.1 of this Article at the next Anniversary Meeting, otherwise the amendment shall become void.

**13.3 Change of Time or Place of Anniversary Meeting.** No amendment of these Bylaws changing the time or place for holding the Anniversary Meeting shall be made within sixty (60) days preceding the holding of any such meeting.

## ARTICLE XIV CONSENT IN LIEU OF MEETING

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**14.1 Consent.** Notwithstanding any other provisions of these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee of the Board of Directors may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

**14.2 Report to the Membership.** Actions taken under this Article shall be reported to the membership within one hundred twenty (120) days of the action.

## ARTICLE XV EMERGENCY BYLAW PROVISIONS

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**15.1 Emergency Provisions.** Notwithstanding any different provision elsewhere in the Certificate of Incorporation or these Bylaws, this Article shall be operative during the existence of any catastrophe, or other emergency conditions, as a result of which a quorum of the Board of Directors or a standing committee thereof cannot be convened for action.

**15.2 Call and Notice of Director's Meetings.** A meeting of the Board of Directors or a committee thereof may be called at any time by any officer or director or agent designated by the Board of Directors before the emergency. Notice of any such meeting shall be given at least eight (8) hours prior to the time set for the meeting, but need be given only to such of the directors or committee members as it may be feasible to reach at the time.

**15.3 Quorum of Directors.** The director or directors in attendance at the meeting shall constitute a quorum. In the event that no director of SHARE is present to so provide a quorum, then such persons designated on a list approved by the Board of Directors before the emergency, all in such order of priority and subject to such conditions and for such period of time (not longer than reasonably necessary after the termination of the emergency) as the Board of Directors may specify and to the extent required to provide a quorum at any meeting of the Board of Directors, shall be deemed directors for such meeting. Notwithstanding the foregoing, in the event that such other persons are required in order to provide a quorum at any meeting of the Board of Directors, the only action which may be taken at such meeting is the filling of vacancies on the Board of Directors, in the offices and on the committees of SHARE.

**15.4 Officer's Succession.** The Board of Directors, either before or during the emergency, may provide for, and from time to time modify, lines of succession in the event that during such emergency any or all officers or agents of SHARE shall for any reason be rendered incapable of discharging their duties.

**15.5 Liability.** No officer, director or employee acting in accordance with any emergency Bylaw provisions shall be liable except for willful misconduct.

**15.6 Termination.** The Bylaws of SHARE shall remain in effect during any emergency and upon its termination, the foregoing emergency Bylaw provisions (Sections 15.2 through 15.3 inclusive) shall cease to be operative. All emergency Bylaw provisions may be terminated at any time by the consent or direction of a majority of a quorum of the Board of Directors.

## ARTICLE XVI INDEMNIFICATION

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**16.1 Right to Indemnification.** Each person who is a party, or is threatened to be made a party, to or is otherwise involved in any legal action or proceeding, whether civil, criminal, administrative or otherwise (a "proceeding"), by reason of the fact that he or she is or was acting as a director, officer, employee or agent on behalf of SHARE, shall be indemnified and held harmless by SHARE to the fullest extent permitted by the laws of Delaware against all costs, expenses and losses (including attorneys' fees, judgments, fines, taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors, representatives and administrators. This right to indemnification shall be a contract right and shall include the right to be paid by SHARE expenses incurred in advance of the final disposition of a proceeding upon receipt by SHARE of an undertaking to repay all amounts so advanced if it shall ultimately be determined that the director, officer, employee or agent is not entitled to be indemnified under this Section or otherwise. Nothing in this Section shall require SHARE to indemnify any person for any action or inaction taken other than on behalf of SHARE or for any action by an employee or agent not authorized by this Board of Directors or a proper officer of SHARE. Further, SHARE shall not indemnify any director, officer, employee or agent for any breach of a duty of loyalty to SHARE, for any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law or for any action or omission which results in an improper personal benefit being received by such director, officer, employee or agent.

**16.2 Payment of Claims.** SHARE shall use its best efforts to pay a claim under Section 16.1 within thirty (30) days of SHARE's receipt of written notice of such claim, unless the Board of Directors determines that the claimant is not entitled to indemnification under Section 16.1.

**16.3 Non-Exclusivity of Rights.** The right to indemnification and the payment of expenses conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, Bylaws, agreement, vote of Members or disinterested directors or otherwise.

**16.4 Insurance.** SHARE may maintain insurance to protect itself and any director, officer, employee or agent of SHARE or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not SHARE would have the power to indemnify such person against such expense, liability or loss under Delaware law.

**16.5 Expenses as a Witness.** To the extent that any director, officer, employee or agent of SHARE is by reason of such position, or a position with another entity at the request of SHARE, a witness in any proceeding, such person shall be indemnified

against all costs and expenses actually and reasonably incurred by such person in connection therewith.

**16.6 Indemnity Agreements.** SHARE may enter into indemnity agreements with the persons who are members of its Board of Directors from time to time, and with such officers, employees and agents as the Board of Directors may designate, providing in substance that SHARE shall indemnify such persons to the fullest extent permitted by the laws of Delaware.

**16.7 Effect of Amendment.** Any amendment, repeal or modification of any provision of this Article shall not adversely affect any previously existing right or protection of a director, officer, employee or agent of SHARE.