



**AMENDED AND RESTATED BYLAWS OF  
CONTROL SYSTEM INTEGRATORS ASSOCIATION, INC.**

*ACCEPTED AUGUST 27, 2018*

**ARTICLE I  
General**

**1.1 Name**

The name of the corporation is Control System Integrators Association, Inc. ("CSIA").

**1.2 Addresses**

At the time of this amendment, the post office address of CSIA's Principal Office is 17W110 22<sup>nd</sup> Street, Suite 800, Oakbrook Terrace, IL 60181. CSIA's registered address shall be as determined by the Board of Directors. CSIA may establish offices at such other places as the Board of Directors may from time-to-time appoint, or as the business of CSIA may require.

**1.3 Fiscal Year**

The fiscal year of CSIA shall be the calendar year (beginning January 1).

**ARTICLE II  
Mission/Purposes**

Subject to and consistent with the provisions of the Articles of Incorporation of Control System Integrators Association, Inc. (the "Articles of Incorporation"), the mission of CSIA is to advance the industry of control system integration.

**ARTICLE III  
Membership**

**3.1 Membership Classes**

Membership shall be open to all enterprises that support the exempt purposes and objectives of CSIA in any geographic location. CSIA shall have three classes comprising its membership: Integrator Member, Certified Integrator Member and Partner Member. Only Integrator Members and Certified Integrator Members shall have voting rights, and they are sometimes referred to in these Amended and Restated Bylaws individually as a "Voting Member," and collectively as the "Voting Members." Partner Members shall have no voting rights but shall enjoy all other rights and privileges of membership.

**3.2 Primary Contact and Additional Contacts of Members**

*Primary Contact.* Each Member shall designate one individual to serve as its Primary Contact. Such individual shall represent the Member at membership meetings and shall be authorized to exercise any

other rights afforded to that Member under these Amended and Restated Bylaws of CSIA (the “Bylaws”). The name and address of the Primary Contact shall be provided to the Principal Office immediately upon such designation. If a Voting Member comprises more than one individual, partner, or shareholder forming a joint venture, partnership, or corporate entity (an “Affiliation”), the Affiliation shall appoint one person or one entity for the purpose of casting the one vote held by the Voting Member. If the Affiliation appoints an entity to represent the Voting Member, such entity shall appoint one individual for the purpose of casting the one vote held by the Voting Member. Such individual shall also be the Member’s Primary Contact. In the absence or inability of the Primary Contact to serve, the Member shall designate a new Primary Contact.

A. *Additional Contacts.* Each Member may designate additional contacts to be associated with a company.

B. *Removal and Replacement of Contact.* Each Member is responsible for notifying CSIA’s Principal Office or Secretary when a Primary Contact or additional contact should be removed or replaced. CSIA may rely on the designation of a Primary Contact or additional contact until the Member notifies CSIA’s Principal Office or Secretary that the contact should be removed or replaced.

### **3.3 Member Application and Classes**

*Application.* Application for membership shall be made in writing and submitted by an applicant to the CSIA’s Membership Manager or, in his or her absence, the CSIA Principal Office. If the application is in question, the Board of Directors shall have final determination regarding an applicant’s membership eligibility and class assignment.

*Integrator.* An Integrator Member shall be an “independent system integrator,” defined as a business entity that uses technical and project management activities to integrate commercially available hardware and software into a solution for a client.

*Certified Integrator.* Certified Integrator Member shall satisfy Integrator Member requirements and also pass an audit process according to Certification Management System criteria established by the Board of Directors; and recertify as a Certified Integrator Member every three years by satisfying the above-described criteria.

*Partner.* A Partner Member shall be a for-profit business entity that manufactures and markets industrial automation hardware and/or software products to multiple independent system integrators and that provides proprietary products for non-exclusive sale to the manufacturers, material processors, institutions, and utilities, both public and private. A Partner Member may also be a business that provides services to control system integrators.

### **3.4 Term**

Membership in CSIA shall continue until terminated by the Member or by CSIA in the manner set forth in these Bylaws. Membership in CSIA shall not be assigned, transferred, conveyed, sold, leased, pledged, encumbered, or licensed.

### **3.5 Responsibilities**

A. Each Member, by applying for membership, shall be deemed to have agreed to continuously perform throughout the term of membership, all of the duties and obligations imposed upon Members by these Bylaws. These obligations and duties shall include, but are not limited to (i) the payment of dues, fees, costs, and charges (if applicable) and (ii) compliance with and support for policies, standards, and guidelines adopted by CSIA staff or the Board of Directors.

B. Each Member shall pay any fees, dues, and other assessments as established by the Board of Directors.

### **3.6 Membership Rights and Privileges—Good Standing**

The membership rights and privileges of any Member shall be enjoyed while the Member is in good standing with CSIA. The minimum requirements for any Member to be considered in good standing with CSIA shall be as follows:

(1) Membership dues, assessments, and other obligations shall be current, not in arrears, and paid in a timely matter.

(2) Any Member who has been suspended by the Board of Directors shall not be considered a Member in good standing until such Member has been reinstated as a Member in good standing by the Board of Directors.

### **3.7 Voting**

All Voting Members in good standing shall be eligible to vote in all CSIA matters and activities, except those matters and activities which are vested solely in the Board of Directors. All such votes shall be consistent with these Bylaws, the Articles of Incorporation and the Nonprofit Corporation Law of Pennsylvania, as amended (the 'NPCL').

*One Vote Per Member.* Unless otherwise specified in these Bylaws, each Voting Member shall have one vote on matters that come before the membership. A vote shall be cast, and proxies shall be granted, only in accordance with these Bylaws, or as pursuant to procedures established by the Board of Directors in a manner permitted by the Articles of Incorporation and these Bylaws.

*No Cumulative Voting.* Voting Members shall vote in any manner permitted in the Bylaws; but Voting Members shall not cast their vote in a cumulative fashion in any ballot, election, or voting procedure.

A. *Votes May Not be Transferred.* Voting Members shall not sell their vote nor issue a proxy for money or anything of value. Any vote sold or proxy given for any consideration shall be invalid.

### **3.8 Resignation**

A. All resignations of Members shall be made in writing.

B. A dues-paying Member resigning within 45 days after a dues billing shall not be liable for any dues and assessments for the billing period. A dues-paying Member resigning more than 45 days after a dues billing date shall be liable for all dues and assessments for the billing period. Resigning dues-paying Members shall be responsible for all previous financial obligations.

C. After the date on which a Voting Member requests that a resignation be effective, that Member shall neither be allowed to vote nor be counted as eligible to vote.

### **3.9 Suspension of Membership Rights**

The membership rights and privileges of any Member shall be enjoyed while the Member is in good standing with CSIA. If suspension of membership rights is required:

*Automatic Suspension.* Members shall be notified in writing of any non-payment of dues and shall be given 30 days to make such payment. Failure to comply will result in suspension of membership unless extenuating circumstances exist, as determined by CSIA staff.

*Reinstatement.* A member who has cured a violation or delinquency that resulted in the revocation of the Member's good standing status shall be reinstated by CSIA Staff. The Member may petition the Board of Directors in writing at any time for the restoration of the Member's good standing status and membership rights and privileges. The Board of Directors shall have the power to restore a Member's good standing status and membership rights and privileges at any time.

### **3.10 Termination**

A. Membership and all rights and privileges thereof may be terminated 90 days after a billing date if a Member has not fulfilled any financial obligations to CSIA, including the nonpayment of dues. In such cases, advance or written notice of termination to a Member shall not be required. The Board of Directors shall have final resolution concerning termination in such cases.

B. Membership and all rights and privileges thereof shall be terminated if a Member continually fails to meet any obligations or stipulations described in these Bylaws. In such cases, written notice of termination shall be served to a Member and such Member shall have 90 days to comply with the terms or conditions described in such notice or the Member's membership shall be terminated. The Board of Directors shall have final resolution concerning termination in such cases.

## **ARTICLE IV Board of Directors**

### **4.1 General**

Subject to the provisions of the Articles of Incorporation, these Bylaws, and the NPCL, the affairs of CSIA shall be managed, controlled and conducted by and under the supervision of the Board of Directors. The Board of Directors shall have the number of members (hereinafter referred to as "directors"), no less than three, as designated by resolution of the Board of Directors from time to time. When not so designated, the number of directors shall be seven.

### **4.2 Eligibility**

A director shall be eligible to serve on the Board of Directors if he or she is employed by a Certified Integrator Member, holds a position of significant responsibility and authority within a Certified Integrator Member company, and has a broad knowledge of company programs and interests. Each director on the Board of Directors shall be either the Primary Contact or an additional contact for a Member. Partner Members and Integrator Members shall not be eligible to serve as directors on the Board of Directors.

### **4.3 Election and Term of Office**

#### *A. Terms*

(1) At a meeting of the Members immediately preceding (or following) the expiration of the term of a director, the Voting Members shall elect, in a manner set forth by these Bylaws, a new director to replace the director whose term will expire, or has expired, and each such new director shall serve for a term of four years, or such other period as is prescribed by the Voting Members at the time of such election.

(2) A director may serve only two consecutive four-year terms, but may serve any number of nonconsecutive terms.

(3) Directors shall serve staggered terms such that approximately one-half of the Director's terms will expire in odd-numbered years.

#### *B. Election*

##### **(1) Nominations**

Nominations for all director positions that are up for election at an Annual Meeting shall be made in accordance with such reasonable nomination and election procedures as may be adopted by the Board of Directors from time-to-time, including in procedures outlined for the Nominating Committee. (See Section 10.7A.) Such procedures shall allow the Voting Members to nominate qualified candidates for review by the Nominating Committee at least thirty days before elections. Only candidates who have been duly nominated in accordance with the nominating procedures adopted by the Board shall be eligible for election.

(2) Election Procedures

a. Election of the candidates to the Board of Directors shall follow the voting procedures set forth in Section 5.3. The candidates receiving the highest number of votes shall be elected to serve as directors on the Board of Directors.

b. Cumulative voting by Members is not permitted; and no nomination or vote shall be sold, granted, given, assigned, or cast for any consideration, benefit, or value.

**4.4 Quorum and Voting**

A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business to properly come before the Board of Directors. Except as otherwise provided in the Articles of Incorporation, these Bylaws, or the NPCL 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.

**4.5 Regular Meetings**

The Board of Directors shall hold quarterly and annual meetings. The annual meeting of the Board of Directors shall be held either in person or via conference call within 30 days following each Annual Meeting of the membership. The Board of Directors may hold regular meetings either in person or via conference call, as fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Board of Directors. Special Meetings

**4.6 Special Meetings**

The Board of Directors may hold special meetings for any lawful purpose upon proper notice by the Chairman of the Board of Directors or by a majority of the directors of the Board of Directors then in office. A special meeting shall be held at such date, time, and place as is specified in the call of the meeting. The purpose of any such meeting shall be specified in the notice.

**4.7 Closed Meetings**

Except as may be mandated by law, all meetings of the Board of Directors, other than the annual membership meeting, shall be closed meetings. The Board of Directors shall open any Board of Directors meeting to allow for the attendance of any Member, officer, employee, professional advisor, or other person whose attendance shall be requested by the Board of Directors, provided that the meeting may be called into executive session at any time.

**4.8 Executive Sessions**

The Board of Directors shall have the power to meet in executive session at a meeting of the Board of Directors or during a meeting of the membership. An Executive Session shall be a closed session with only the directors of the Board of Directors in attendance. Accordingly, any Member, officer, employee, professional advisor, or any other person who is not a Board of Director's director shall be dismissed from

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the meeting. A Board of Directors meeting may be called into executive session by the Chairman or by a majority vote of the directors of the Board of Directors. The Board of Directors shall memorialize all resolutions adopted and decisions made in executive session in the meeting minutes.

#### **4.9 Notice of Regular and Special Meetings**

Written notice of the date, time and place of each meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary of CSIA, or by the person or persons calling the meeting, to each director so that such notice is effective at least fifteen days before the date of a regular meeting and at least three days before the date of a special meeting. Notice of a meeting may be given personally, or by first class or express mail, or by courier service, facsimile transmission, email or other electronic communication, or by any other means permitted under the NPCL. Notice of a regular meeting shall be deemed given to the directors if the meeting was scheduled on the record during the course of the preceding Board of Directors meeting.

#### **4.10 Waiver of Notice**

Notice may be waived in a writing signed by the director entitled to notice, and filed with the minutes and other corporate records. Attendance at or participation in any meeting of the Board of Directors shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

#### **4.11 Means of Communication**

The Board of Directors, or a committee thereof, may (a) permit a director or committee member to participate in a regular or special meeting by, or (b) conduct a regular or special meeting through the use of, any means of communication by which all directors or committee members participating may simultaneously hear each other during the meeting. A director or committee member participating in a meeting by such means shall be considered present in person at the meeting.

#### **4.12 Action by Written Consent**

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or all committee members and filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section shall have the effect of a meeting vote and may be described as such in any meeting document.

#### **4.13 Resignation, Removal, and Replacement**

##### *A. Resignation*

(1) A Board of Director's director may resign at any time by delivering written notice to the Chairman or Vice-Chairman of the Board of Directors. Any such resignation

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shall take effect upon receipt of such notice or at any later time specified therein and, unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

(2) Should a director's status as a Member in good standing be revoked or should a director's membership as a Member be terminated for any reason, then the director automatically, without any act by the Members or the Board of Directors, shall be deemed to have resigned his or her position on the Board of Directors. Such resignation shall be effective concurrently with the revocation of good standing or the termination of membership, as applicable.

(3) The unexcused absence of a director from three consecutive meetings of the Board of Directors shall be deemed to be a resignation of his or her position on the Board of Directors.

(4) A vacancy on the Board of Directors created by the resignation or the death of a director shall be filled by a majority vote of the remaining directors of the Board of Directors then in office, whether or not the remaining directors constitute a quorum. The Board of Directors shall elect such a director from among those who are eligible.

(5) A director elected to fill a vacancy under this subsection shall serve until the expiration of the term vacated.

**B. *Removal of a Director***

(1) Any director may be removed from the Board of Directors at any time, with or without cause, by (i) an affirmative vote of a majority of all of the directors of the Board of Directors, or (ii) a two-thirds vote of the Voting Members.

(2) Subject to the Board of Directors' adoption of meeting rules and procedures, any vacancy created under the preceding subsection shall be filled by election by the Voting Members at the meeting next held after the removal, unless the Board provides notice to the Members that the removal and (if the removal is successful) vacancy shall be submitted to a vote at the same time.

**4.14 Compensation**

No director shall be compensated for performing his or her duties as a director. However, the Board of Directors may authorize the reimbursement of a director's reasonable expenses incurred, or that he or she shall incur, in the performance of the director's duties.



## **ARTICLE V**

### **Membership Meetings**

#### **5.1 Meetings, Generally**

Membership meetings shall either be held electronically, as permitted by the NPCL, or at the Principal Office of CSIA, as determined by the Board of Directors. Any membership meeting shall be conducted in accordance with the applicable sections of the NPCL. The presence of 10 percent of the Voting Members at a meeting of the membership shall constitute a quorum for any action entitled to be taken by the Voting Members at a meeting, except as may otherwise be provided in these Bylaws, the Articles of Incorporation, or the NPCL. Actions by the Voting Members may be taken as provided by Section 5757 of the NPCL.

#### **5.2 Notice of Meetings**

Notice of each membership meeting shall be given by the Secretary of the CSIA to each member at each fifteen (15) days before the date scheduled for the meeting. Notice of a meeting may be given personally, or by first class or express mail, or by courier service, facsimile transmission, email or other electronic communication, or by any other means permitted under the NPCL. Members may waive notice as provided under the NPCL.

Each notice furnished to a Member shall specify the place, date, and the time of the meeting, together with an agenda for the meeting. With respect to a special meeting of the membership, the notice shall specify the nature of the business to be transacted.

#### **5.3 Voting**

##### **A. Voting in Person**

Those Voting Members who are in attendance at a meeting of members may vote by completing a paper ballot or, if made available by CSIA, by electronic means.

##### **B. Proxy Voting**

A Voting Member who is not present at a meeting may transmit an electronic message in advance of the meeting authorizing any CSIA director, CSIA officer, or another Member to act on the Voting Member's behalf by granting a proxy for the matter or matters to be voted upon, including the election of directors. Such electronic proxy shall be treated as properly authenticated if it sets forth a confidential and unique identification number or other mark furnished by CSIA to the member for purposes of the particular meeting.

##### **C. Consent of Members in Lieu of Meeting**

In accordance with Section 5766(b) of the NPCL any action required or permitted to be taken at a meeting of the members, or of a class of members, may be taken without a meeting upon the signed consent of the Voting Members who would have been entitled to cast the minimum number of votes that

would be necessary to authorize the action at a meeting at which all Voting Members were present and voting. The consents must be filed in record form with the minutes of membership proceedings.

D. *Matters Requiring Membership Vote*

Pursuant to the NPCL, all matters requiring a membership vote shall be submitted to the Voting Members. Generally, under the NPCL the following will require a membership vote:

- (1) The dissolution or merger of CSIA, or the sale of substantially all of CSIA's assets; and
- (2) Certain amendments to the Bylaws (see Article XIII).

**5.4 Executive Session**

The Board of Directors shall have the power to recess a membership meeting to meet in executive session to review and consider confidential matters as needed.

**ARTICLE VI  
Guidelines for all Meetings**

CSIA membership is comprised of industry competitors and as such, the potential exists at CSIA meetings for common action, or the appearance of such action, to be construed as unreasonably restraining trade. To avoid the harsh penalties contained in the antitrust laws, the high costs of defending antitrust suits, and the devastating impact of private treble damage actions, all meetings of the Board of Directors, membership, and CSIA committees shall adhere to the guidelines prescribed in this Article as well as any antitrust policy adopted by CSIA.

**6.1 Notice and Agenda for Meetings**

As provided in these Bylaws, each meeting of CSIA shall be preceded by a notice and a draft agenda electronically mailed to all potential meeting attendees. The draft agenda shall provide notice of the matters to be discussed.

**6.2 Discussion Topics**

While it is a practical impossibility to outline all permissible limits of discussion at a CSIA meeting, CSIA nevertheless shall conduct its meetings such that no commercial topics shall be considered or acted upon. Accordingly, the following topics shall not be discussed in order to avoid a suggestion that there may have been a tacit understanding to act together in a way that violates antitrust law:

- (1) Price, or elements of price and pricing policies, including costs, discounts, bidding practices, fees, etc.;
- (2) Sales or production quotas, territories, allocations, boycotts, or market shares;

- (3) Identified individual company products, statistics, inventories, or merchandising methods;
- (4) Particular competitors or customers;
- (5) Commercial liabilities, warranties, guarantees, or the terms of sales, including credit, shipping, and transportation arrangements; or
- (6) Anything dealing with “arm-twisting,” trade abuses, or excluding or controlling competition.

### **6.3 Meetings Discussing Guidelines and Standards**

Any discussion of standardization topics at a CSIA meeting shall be confined to business practices, technical, engineering, and safety factors. Commercial considerations such as terms, conditions, warranties, guarantees, etc., shall not be discussed. Any guidelines or standards published by CSIA shall be understood to be voluntary and, accordingly, there shall be no discussion at any CSIA meeting of any agreement to adhere to them. Similarly, there shall be no discussion of when CSIA Members would begin to offer products or services in conformance with them.

### **6.4 Fair Conduct at Meetings**

All CSIA meetings shall be conducted in such a manner to allow those in attendance an opportunity to present their views. All opinions presented at meetings shall be considered before actions are brought to a vote.

### **6.5 Presence of Independent Party at Meetings**

An independent party with interests that are separate and/or distinct from the CSIA and its members (the “Independent Party”) shall be in full-time attendance at all meetings of CSIA, whether they are face-to-face or by conference telephone call or other similar means of communications. If the Independent Party cannot attend the meeting, the Chairman of that meeting shall have a suitable alternative person assume that role or if none is available, postpone the meeting. The Independent Party shall be familiar with the conduct of meetings and with CSIA policy and procedures. In order to act as a safeguard for CSIA members, the Independent Party shall be given the opportunity to alert members to situations which pose antitrust pitfalls, even if they were innocently and unintentionally raised.

### **6.6 Minutes**

The Independent Party shall either be appointed as Secretary of the CSIA or shall work with the Secretary of the CSIA in creating and/or approving minutes. Minutes kept or approved by the Independent Party shall constitute the official record of CSIA and represent contemporaneous evidence of what occurred at meetings. The Independent Party and/or the Secretary shall be obliged to record all significant matters discussed. Accordingly, those in attendance at CSIA meetings shall avoid engaging in discussions “off the record.” These records shall be kept as specified in any CSIA document retention policy, or if no policy is in place, for five years.

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## **6.7 Legal Review of CSIA Documents**

The Independent Party may rely on legal counsel appointed by the Board of Directors or its own counsel for review of any CSIA matter.

## **6.8 Rump Sessions Prohibited**

A meeting of CSIA shall, once adjourned, be over in all respects.

# **ARTICLE VII Officers**

## **7.1 In General**

### *A. Officers*

The officers of CSIA shall be a Chairman, Vice Chairman, Secretary, Treasurer, Chief Executive Officer/CEO and a President and such other officers as the Board of Directors may otherwise elect. All officers, except the CEO, President and Past Chair, shall be members of the Board of Directors. No person (excluding the Past Chair and the CEO and President) may be elected as officer if their term as officer would exceed their term as a director. An officer may simultaneously hold more than one office, such as Secretary/Treasurer. Any of the duties of the officers may be delegated from time to time to the CEO or President of the Association. The Board of Directors may appoint assistant officers as it deems appropriate.

### *B. Election and Succession*

The Vice Chairman, who has held such office for one term concurrently with the departing Chairman, shall succeed the Chairman at the conclusion of the annual meeting of the Board of Directors. After the election of any new Chairman, the prior Chairman shall then become Past Chair unless the board determines not to fill the Past Chair role. The CEO and President shall be appointed by the Board of Directors at such times as determined appropriate by the board. All remaining officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors.

### *C. Terms*

Each officer, except the CEO, President and Past Chair, shall serve for a term of two years and until the officer's successor is elected and qualified. The Past Chair shall serve for a term of one year. The CEO and President shall each serve terms determined by the Board of Directors, including an "at will" appointment that can be terminated by the Board of Directors at any time. The CEO's and President's terms shall be deemed at will unless a different term is specified for that officer by the Board of Directors. No officer may serve more than two consecutive terms, unless such term limit is waived by the directors at the time of such election.

D. *Resignation and Removal*

Any officer may resign his or her office at any time by providing written notice to the Secretary. Any officer may be removed from office by a majority vote of the Board of Directors at any time, with or without cause.

E. *Vacancies*

Any vacancy occurring in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated and until his or her successor is elected and qualified.

**7.2 Chief Executive Officer/CEO**

The CEO shall act as the chief executive officer of CSIA and shall be responsible for managing the day to day affairs of CSIA. The CEO shall be responsible for the implementing policies and directives established by the Board of Directors and shall be authorized to execute all written instruments on behalf of CSIA, excluding checks (unless authority for checks is granted by the Board of Directors pursuant to these Bylaws). Together with the Treasurer, the CEO shall accept and account for all CSIA receipts and ensure that all expenditures are within the approved budget and subject to the availability of funds. The CEO shall be an ex-officio, non-voting member of all CSIA committees and volunteer groups, if any. The CEO shall not be a member of the Board of Directors, shall not be a CSIA Member, and shall have no vote. The CEO shall perform the duties incident to the office of chief executive officer and such other duties as the Board of Directors may prescribe from time to time. The Chief Executive Officer may be referred to as the "CEO" in these bylaws or in other documents.

A. *Limitations*

The performance of the CEO's duties and responsibilities shall be subject to the following limitations:

- (1) The CEO shall not be, or deemed to be, a member of the Board of Directors, and therefore shall not be eligible to vote on matters that come before the Board of Directors.
- (2) The CEO shall not be a Member of CSIA.
- (3) The CEO may execute checks only as authorized by a CSIA policy, if any, or as otherwise directed by the Board of Directors.

B. *Contractual Terms*

The CEO may be employed and/or retained under the terms of a written contract that is negotiated and approved by the Board of Directors.

### **7.3 President**

The Board of Directors shall have the discretion and power, but shall be under no obligation, to appoint a President who shall perform the duties determined by the Board of Directors and/or the CEO. The President shall report to the CEO. The President shall not be a member of the Board of Directors, shall not be a CSIA Member, and shall have no vote. The President may be retained under a written contract that is approved by the Board of Directors.

### **7.4 Chairman**

The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors and at all meetings of the membership. The Chairman shall perform the duties incident to the office of Chairman of the Board and such other duties as the Board of Directors may prescribe from time to time.

### **7.5 Vice Chairman**

The Vice-Chairman shall be nominated by the Chairman and approved in that office by a majority of the Board of Directors. The Vice Chairman shall perform all the duties of the Chairman in the Chairman's absence or inability to serve. The Vice Chairman shall perform the duties usual to such position and such other duties as the Board of Directors or Chairman prescribe.

### **7.6 Secretary**

The Secretary shall be nominated by the Chairman and approved in that office by a majority of the Board of Directors. The Independent Party may serve as Secretary if so approved. The Secretary shall be the custodian of all papers, books, and records of CSIA, other than books of account and financial records. The Secretary also shall maintain the following:

- (1) all corporate records of CSIA, including all correspondence, notices, and conflict of interest statements;
- (2) records of all votes and minutes of the proceedings of all meetings of the Board of Directors and of the membership;
- (3) a membership record containing the following information: name and address of each Member, the name and address of the respective Member's Primary Contact and any additional contacts, the date the membership commenced, and (if applicable) the date that such membership was terminated.

The Secretary shall (i) provide notice of the meetings of the Board of Directors and of the membership; (ii) prepare all ballots and proxy forms; and (iii) authenticate records of CSIA as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Chairman may prescribe from time to time.

## **7.7 Treasurer**

The Treasurer shall be nominated by the Chairman and approved in that office by a majority of the Board of Directors. The Treasurer shall supervise the CEO in preparing and maintaining correct and complete records of account showing accurately the financial condition of CSIA. The Treasurer shall:

- (1) have the authority to sign notes and checks on behalf of CSIA;
- (2) furnish, whenever requested by the Board of Directors or the Chairman, a statement of the financial condition of CSIA.
- (3) together with the CEO (if any), accept and account for all CSIA receipts and ensure that all expenditures are within the approved budget and subject to the availability of funds;
- (4) prepare an annual budget for review and adoption by the Board of Directors, together with an annual statement of income and expenses;
- (5) present the annual budget and annual statement of income and expenses to the membership at the Annual Meeting; and
- (6) cause an audit or review of CSIA's books to be made by a certified public accountant at the completion of every other fiscal year.

## **7.8 Past Chair**

The Past Chair shall serve in an advisory and supportive role to the Chairman. The Past Chair shall perform the duties usual to such position and such other duties as the Board of Directors or Chairman may prescribe from time to time.

## **7.9 Other Officers**

Each other officer of CSIA shall perform such duties as the Board of Directors or Chairman may prescribe from time to time.

## **ARTICLE VIII Staff**

The Board of Directors shall have the discretion and power, but shall be under no obligation, to contract for the services of staff members who shall perform the duties determined by the Board of Directors and/or the CEO. Staff members shall report to the CEO, except as otherwise determined by the board or the CEO. Conditions of retention of staff members will be as determined by the Board and/or the CEO.

**ARTICLE IX**  
**Regulation of Corporate Affairs**

**9.1 General**

The affairs of CSIA shall be subject to the following provisions:

- (1) Neither the Board of Directors nor the Corporation shall have power or authority to do any act that will prevent the Corporation from being an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code").
- (2) No director of the Corporation shall be personally liable for any of its obligations.
- (3) All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles, Bylaws, and applicable law.

**9.2 Powers and Duties of the Board of Directors**

Subject to the provisions of these Bylaws and applicable law, the Board of Directors shall have complete and plenary power to manage, control, and conduct all the affairs of CSIA.

A. *General*

The Board of Directors' powers shall include, without limitation, the power to:

- (1) Revoke a Member's good standing status, and incident thereto, suspend the Member's associated rights and privileges for failure to pay any assessment, charge, fee, expense, or cost due from the Member.
- (2) Indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law; and
- (3) Exercise all such other powers as are appropriate and necessary to conduct the business and affairs of CSIA in a manner contemplated by CSIA's Articles of Incorporation, these Bylaws, and consistent with the NPCL.

B. *Annual Budget*

The Board of Directors shall prepare and implement an annual budget for each forthcoming fiscal year on a timely basis. The annual budget shall take into account CSIA's estimated expenses to

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administer, manage, and operate CSIA programs and publications and any other anticipated cash requirements of CSIA for the forthcoming year, as deemed appropriate or necessary by the Board of Directors. The annual budget shall also take into account the estimated net available cash income for the year from all sources, including membership dues and assessments. The Board of Directors shall publish the annual budget to the Members at an Annual Meeting of the membership.

C. *Dues and Fees*

Pursuant to the Articles of Incorporation, these Bylaws, and applicable law, the Board of Directors shall have the exclusive power to assess, levy, collect, and enforce all dues, fees, charges, and expenses relative to CSIA membership to raise the funds necessary to support CSIA programs and publications. The Board of Directors shall provide each Member with notice of the amount of the Member's dues and assessments and such notice shall include the due date for the payment of such dues and assessments.

**ARTICLE X**  
**Committees**

**10.1 General Provisions for Board Committees**

A. *Board Authority*

The Board may, by resolution adopted by a majority of the Directors, establish one or more committees to consist of one or more Directors of the Corporation. The Board may designate one or more Directors as alternate members of a committee. Any committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that a committee shall not have any power or authority as to the following:

- (1) The creation or filling of vacancies in the board;
- (2) The adoption, amendment or repeal of the Bylaws;
- (3) The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the board; or
- (4) Action on matters committed by the Bylaws or a resolution of the Board exclusively to another committee of the Board.

B. *Qualifications*

Only directors may serve on Board committees.

## **10.2 General Provisions for Member and Advisory Committees**

### **A. *Advisory Capacity***

The Board may, by resolution adopted by a majority of the Directors, establish one or more advisory committees. Pursuant to Pennsylvania law, such committees shall not act with the authority of the Board and shall only be advisory to the Board.

### **B. *Qualifications for Advisory Committees***

All Members (including Partner Members) shall be eligible to serve on an Advisory Committee as voting members. Other interested persons who are not Members shall be eligible to serve on an Advisory Committee as approved by the Board of Directors but without voting privileges. Voting members of such other committees may, but need not, be members of the Board of Directors. Members may serve on more than one committee.

The Board of Directors shall appoint the chairperson of all committees and such chairperson shall serve at the pleasure of the Board of Directors. No Member shall serve as the chairperson of more than one committee.

## **10.3 Charters**

The Board of Directors may adopt a charter for each committee to proceed within its assigned scope of responsibility. Committees may adopt internal operating procedures consistent with the scope of the charter, the Articles of Incorporation, these Bylaws, and the NPCL.

## **10.4 Terms**

Committee members shall serve at the pleasure of the Board. If the Board does not designate a term, a committee member shall serve until removed or replaced by the Board. The board may remove or replace a committee member at any time.

## **10.5 Meetings and Actions of Committees**

Unless otherwise designated by the board:

(1) A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee, but if less than such majority is present at a meeting, a majority of the voting members present may adjourn the meeting from time to time without notice.

(2) The act of a majority of the voting members present at a committee meeting at which a quorum is present shall be the act of the committee unless the action of a greater number is required by the resolutions establishing such committee.

(3) Committees shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board as required by the Board.

(4) Each committee shall make such reports to the Board of its activities as the Board may request.

(5) Committees may otherwise adopt internal operating procedures consistent with the scope of the charter, the Articles of Incorporation, these Bylaws, and the NPCL.

#### **10.6 Board Responsibility Not Delegated**

The designation of a committee or committees and the delegation thereto of any Board authority will not operate to relieve the Board, or any director, of any responsibility imposed upon it or him or her by law.

#### **10.7 Standing Committees**

##### *A. Nominating Committee*

The Board of Directors may appoint a “Nominating Committee” to proceed with nominations for and to facilitate Board elections and Board orientations. Such committee may also be referred to as the “Leadership Development Committee” in these Bylaws or other CSIA documents. The Nominating Committee shall have such responsibilities and powers as the Board of Directors shall specify from time to time.

##### *B. Finance/Audit Committee*

The Board of Directors may appoint a “Finance/Audit Committee” to oversee the CSIA’s financial affairs. The Finance/Audit committee members should be financially literate and/or have accounting or financial expertise. As directed by the Board, the Finance/Audit committee shall:

- (1) Assist in developing CSIA’s annual budget;
- (2) Prepare reports and summaries of CSIA’s finances;
- (3) Monitor CSIA’s adherence to the budget;
- (4) Develop long-range financial goals and multi-year operating budgets;
- (5) Recommend financial policies for CSIA;
- (6) Recommend and/or retain an auditor;
- (7) Review draft audits and any management recommendation letters prepared by the auditor and present audit reports to the Board;
- (8) Review CSIA’s annual Form 990;

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- (9) Have other responsibilities as assigned by the Board.

### **10.8 Compensation**

No committee member shall be compensated for performing his or her duties as a member of the committee. However, the Board of Directors may approve a committee member's reimbursement for reasonable expenses, if any, incurred in the performance of his or her duties.

## **ARTICLE XI Indemnification**

### **11.1 General**

CSIA shall, to the fullest extent permitted or required by sections 5741 to 5750, inclusive, of the NPCL (the "Statute"), including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires CSIA to provide broader indemnification rights than prior to such amendment), indemnify its directors and officers (and the heirs and personal representatives of such persons) against any and all liabilities, and advance any and all reasonable expenses, incurred thereby in any proceeding to which any director or officer is a party because such director or officer is a director or officer of CSIA and was acting within the scope of his or her duties as such (including serving a role in another organization or enterprise at the request of CSIA). CSIA may indemnify its volunteers, employees and authorized agents, acting within the scope of their duties as such, to the same extent as directors or officers hereunder. The rights to indemnification granted hereunder should apply broadly and shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which such indemnified party may be entitled under any written agreement, board resolution, insurance policy, the Statute or otherwise.

### **11.2 Member Liability Generally Limited.**

Pursuant to the NPCL, a member of CSIA shall not be liable, solely by reason of being a member, under a court order, or in any other manner for a debt, obligation or liability of CSIA of any kind or for the acts of any other member or representative of CSIA. Members, are however, liable to CSIA for membership dues, assessments, and other liabilities owed by a Member to CSIA.

### **11.3 Indemnification Provisions Constitute a Contract**

The foregoing indemnification provisions of this Article constitute a contract between CSIA and the respective officers, directors and other persons described above and for whose benefit indemnification is provided under this Article.

### **11.4 Effect of Invalidity**

The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of any other provision of this Article or of these Bylaws.

## **ARTICLE XII Conflicts of Interest**

The Board of Directors may adopt a conflict of interest policy to apply to directors, officers, key employees, and/or other interested parties.

### **Contracts, Checks, Loans, Deposits, and Gifts**

#### **12.1 Contracts**

The Board of Directors may authorize one or more officers or agents of CSIA to enter into any contract or execute any instrument on its behalf. Such authorization may be confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind CSIA or to render it liable for any purpose or amount.

#### **12.2 Checks**

All checks, drafts or other orders of payment of money by CSIA shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be confined to specific instances and may be contained in policy form.

#### **12.3 Loans**

Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of CSIA and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

#### **12.4 Deposits**

All funds of CSIA shall be deposited to its credit in such bank, banks, trust companies, or other depositories as the Board of Directors may specify. Such specification may be or confined to specific instances.

#### **12.5 Gifts**

The Board of Directors may accept on behalf of CSIA any gift, bequest, devise, or other contribution for the purpose of CSIA on such terms and conditions as the Board of Directors shall determine.

## **ARTICLE XIII Amendments**

### **13.1 By the Board of Directors**

Except as otherwise provided in this Article or in the NPCL, these Bylaws may be altered, amended, or repealed by a majority vote of the Board of Directors of CSIA, provided that:

- (1) If deemed appropriate by the Board, the Board of Directors has consulted legal counsel with respect to such amendments; and
- (2) Each director has received notice of such amendment fifteen (15) days prior to the meeting at which such amendments shall be adopted and such notice includes a copy of the proposed amendment(s).

### **13.2 By the Members**

(1) These Bylaws may be altered, amended, or repealed by an affirmative vote of two-thirds of the Voting Members present at a duly convened Annual Meeting of the Members, at any other duly convened meeting called for that purpose, or by an instrument in writing signed by two-thirds of the Voting Members. Prior to submitting amendments to a vote, Voting Members must receive written notice that the purpose of a called meeting or vote is to consider the adoption, amendment or repeal of the Bylaws. A copy or summary of the proposed amendments should accompany such notice.

(2) Bylaw amendments concerning any of the following subjects (together with such other subjects as are set forth in the NPCL), may only be adopted by the Voting Members:

- a. Amendments relating to membership voting requirements, quorum requirements, and voting rights;
- b. Amendments relating to director elections (including nomination procedures) and the removal of directors;
- c. Amendments to provisions that restrict the rights of Members; and
- d. Amendments relating to the classes and qualifications of membership.

### **13.3 Effective date**

Amendments shall become effective upon adoption, unless a later effective date is specified at the time of amendment.

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**ARTICLE XIV**  
**Dissolution**

CSIA may be dissolved in accordance with the NPCL and its Articles of Incorporation, provided that, after payments of CSIA's liabilities and obligations, CSIA's remaining net assets are distributed in a manner consistent with Code Section 501(c)(6) and the NPCL.

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