

THE OPEN APPLICATIONS GROUP INC.
BYLAWS

ARTICLE I
Purpose

Section 1. PURPOSE. The Open Applications Group Inc. (the OAGi) is organized (i) to promote business process interoperability for both inter & intra enterprise business processes and (ii) to encourage the creation of and/or create and endorse one or more standards to assist organizations in achieving connectivity and multiple-source integration of inter & intra enterprise business processes.

ARTICLE II
Offices

Section 1. OAGi OFFICE. The OAGi office shall be located at address to be determined and published by the Executive Committee.

ARTICLE III
Membership

Section 1. MEMBERSHIP QUALIFICATIONS. Any organization may become a member of this corporation, provided that the organization is willing and able to support its objectives as described in Article 1 and also to commit to implement and/or support the Open Applications Group Specifications (OAGIS). This requirement does not apply to any specific version or release of OAGIS.

If one member acquires corporate or controlling interest in another member, one member must resign.

Section 2. APPLICATION FOR MEMBERSHIP. Applications for membership in the OAGi shall be submitted either through the online form process on the OAGi web site or to the staff of the OAGi on such forms as shall be approved from time to time by the Executive Committee. The application will require an affirmation of qualification at the time of application. This form must be signed before complete acceptance of the membership is finalized.

Upon dues renewal, the member will be required to reaffirm continuing qualification for membership. The member undertakes the obligation to advise the OAGi of any changes which would impact its membership.

Section 3. RIGHTS AND RESPONSIBILITIES OF MEMBERS. The corporation shall have two classes of members: voting and non-voting. The Policy Board shall have the authority to create subclasses within each of the two classes and to establish the particular attributes, qualifications, fees, benefits, and the like in regard to each class and any subclasses within each class.

Section 4. FEES AND DUES.

(a). A fee charged for making application for membership in the corporation may be specified from time to time by resolution of the Policy Board. Such fees, if applicable, shall be payable with the application for membership.

(b). The annual dues payable to the corporation by members shall be in such amount as may be determined from time to time by resolution of the Policy Board.

ARTICLE IV **POLICY BOARD**

Section 1. GENERAL POWERS AND DUTIES. The Policy Board (Board) has the power: (i) to set strategic direction and long-range plans, (ii) make bylaws changes, (iii) approve annual budget, including dues levels, and (iv) direct technology development on behalf of the OAGi. The Board can overturn Executive Committee decisions with a majority of a quorum, but shall have no power to abrogate contracts or overturn settlements of claims. The Board can form committees, propose programs or initiate strategies to address Board issues, concerns or ideas, or to respond to or support Executive Committee requests. The Board approves or rejects the Election Committee's recommended slate of candidates for the Executive Committee by a simple majority of a quorum. In addition, the Board recommends potential candidates for committee and task force positions.

Section 2. COMPOSITION. The voting members of the Board shall consist of the designated representative from each Board member. Each member shall choose its own representative but it is strongly recommended that the same representative consistently attend meetings. The OAGi Chairman shall preside at all Policy Board meetings.

Section 3. TERMS. Each member of the Board shall serve at the request of their company as long as that company remains a member in good standing of the OAGi. The members designated representative who serves as an officer shall be represented on the Board by that same individual. All members of the Policy Board must remain a designated representative of a corporate member.

Section 4. REGULAR MEETINGS. The regular meeting of the Board may be held at the same place as the meeting of members at a time established by the Chairman, but off-cycle face to face meetings and teleconferences may also be held as agreed by the members of the Board..

Section 5. SPECIAL MEETINGS. A special meeting of the Policy Board may be held at any time on the call of the Chairman or at the request in writing of any four (4) members of the Policy Board.

Section 6. NOTICE OF SPECIAL MEETING. Notice of each special meeting shall be communicated to each member of the Policy Board, addressed to the member at the member's usual place of business at least ten (10) days before the day on which the meeting is to be held.

Neither the business to be transacted, nor the purpose of any regular or special meeting of the Policy Board, need be specified in the notice or waiver of notice of such meeting.

Section 7. QUORUM. The majority presence of the total number of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, a majority of the members of the Board present may adjourn the meeting to a day certain, and the Board shall give all absent members of the Policy Board five (5) days notice of such adjourned date; then the Policy Board members present, on such adjourned date, shall constitute a quorum for the purposes of conducting business provided that in no event shall a quorum consist of less than one third of the whole Policy Board.

Section 8. VOTING. The act of the majority of the members of the Policy Board present shall be the act of the Policy Board unless the act of a greater number is required by statute, the articles of incorporation or these bylaws.

Section 9. INFORMAL AND OTHER ACTION BY POLICY BOARD. Any action which is required to be taken, or which may be taken, at any meeting of the Policy Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members of the Policy Board then in office. Such consent shall have the same force and effect as a unanimous vote of all the members of the Policy Board. Telephonic, electronic, and other means of communication may be utilized for meetings and votes of the Policy Board, to the extent permitted by law.

Section 10. INFORMATION SHARING. The Executive Committee and the Board shall share with the other their official minutes, committee reports, project status reports, proposals, and other relevant written documentation related to the affairs of the OAGi and its members.

Section 11. APPOINTMENT OF INDUSTRY EXPERTS TO COMMITTEES. The Policy Board may from time to time appoint industry experts to any committee or subcommittee, with such experts to be paid such consulting fees as determined by the Policy Board. Such industry experts need not be affiliated with any member. Such industry experts will not have voting rights with respect to any matter considered by any committee, subcommittee or the Policy Board.

ARTICLE V **Executive Committee**

Section 1. GENERAL POWERS AND DUTIES. The Executive Committee shall be the current and immediate past officers of the OAGi and shall fulfill the following purposes: (i) to carry out duties assigned by the Policy Board, (ii) propose strategies, policies, programs and activities that support OAGi's vision, mission and operating values; and (iii) to serve as the OAGi's executive management, translating mission and strategy to measurable goals and action plans, and to ensure those plans are carried out. In fulfillment of these purposes, it shall exercise the following powers:

1. To propose the OAGi's direction and strategy, including the creation of strategic plans;
2. To set meeting agenda's for Policy Board meetings;
3. To propose the OAGi's financial structures and practices including budgets, investment policies, resource allocations, revenue sources, and fund decisions;
4. To direct and coordinate team direction, deliverables and activities;
5. To serve as official OAGi spokesperson to the press, analysts and IT community at large;
6. To approve and revoke alliance agreements;
7. To review and approve the activities of the OAGi Staff; and;
8. To exercise all powers granted to a Board of Directors under Illinois law, except those specifically granted to the Policy Board.

Section 2. REGULAR MEETINGS. The regular meeting of the Executive Committee shall be held at the same place as the annual meeting of the members at a time established by the Chairman.

Section 3. SPECIAL MEETINGS. Special meeting of the Executive Committee may be held at any time on the call of the Chairman or at the request in writing of any two (2) members of the Executive

Committee.

Section 4. NOTICE OF SPECIAL MEETING. Notice of each special meeting shall be mailed by the Business Manager at the direction of the Chairman to each member of the Executive Committee addressed to the member at the member's usual place of business at least ten (10) days before the day on which the meeting is to be held.

Neither the business to be transacted, nor the purpose of any regular or special meeting of the Executive Committee, need be specified in the notice or waiver of notice of such meeting.

Section 5. QUORUM. The majority presence of the total number of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. In the absence of a quorum, a majority of the members of the Executive Committee present may adjourn the meeting to a day certain, and the Business Manager shall give all absent members of the Executive Committee five (5) days notice of such adjourned date; then the Executive Committee members present, on such adjourned date, shall constitute a quorum for the purposes of conducting business, provided that in no event shall a quorum consist of less than one third of the whole Executive Committee.

Section 6. VOTING. The act of the majority of the members of the Executive Committee present shall be the act of the Executive Committee unless the act of a greater number is required by statute, the articles of incorporation or these bylaws.

Section 7. INFORMAL AND OTHER ACTION BY EXECUTIVE COMMITTEE. Any action which is required to be taken, or which may be taken, at any meeting of the Executive Committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members of the Executive Committee then in office. Such consent shall have the same force and effect as a unanimous vote of all the members of the Executive Committee. Telephonic, electronic, and other means of communication may be utilized for meetings and votes of the Policy Board, to the extent permitted by law.

ARTICLE VI **Officers**

Section 1. OFFICERS. The Officers of the OAGi shall be the CEO, the Chairman; Immediate Past Chairman; Vice Chairman, Finance; Vice Chairman, Marketing; and Vice Chairman, Membership. The Chairman and the Vice Chairmen shall be elected by the Policy Board annually and each Officer so elected shall hold office until their successor has been elected and is qualified. The Officers may, at their discretion, elect one at large member of the Executive Committee and this person is eligible to serve for two years and may be re-elected to multiple terms if the Executive Committee wishes.

The Immediate Past Chairman shall serve on the Executive Committee for a period of two years or until a new Past Chairman becomes available, whichever is longer. One person may not serve in two elected positions at the same time. The Immediate Past Chairman may be removed from the Executive Committee, if necessary, by a majority vote of a quorum of the Policy Board.

Section 2. Role of the CEO

The CEO of the Open Applications Group shall be appointed by the OAGi Policy Board and will serve at the request of the Board. This position may be a member of the OAGi or a non-member employee or contracted staff.

The CEO shall be an Officer of OAGi with duties and responsibilities designated by the Board, including entering into contracts and signing contracts on behalf of OAGi at the request of the Board. The CEO will also be a member of the Executive Committee.

The primary role of the CEO is to provide leadership for the OAGi, its members, and in the industry to further the goals of the OAGi and the Board. The CEO is also charged with carrying out the day to day functions of the OAGi, and all OAGi staff will report to the CEO.

The Policy Board shall have the overall authority to establish the functions, attributes, qualifications, compensation, benefits, and the like in regard to the CEO.

The OAGi CEO may be removed from the position with a two third vote of the entire Policy Board.

Section 3. ELECTION. With the exception of the CEO, Officers shall be elected for a term of two years following the nomination and voting procedures established by the election committee. Board Members of the OAGi shall vote bi-annually on candidates for each officer position (other than for the Immediate Past Chairman). Each office on the Executive Committee shall be filled by the candidate receiving a plurality of affirmative votes cast for the position. Any vacancy caused by the failure of a candidate to receive insufficient affirmative votes shall be filled by the other newly elected officers, acting as the Executive Committee.

Section 4. REMOVAL. Any Officer(s) of the OAGi may be removed by a two thirds majority vote of the entire Policy Board whenever, in its judgment, the best interests of the OAGi will be served thereby.

Any member of the Executive Committee who is absent from three (3) consecutive meetings of the Executive Committee may be removed automatically unless they show good cause. Any member of the Executive Committee may be removed either for or without cause by the vote of a two thirds majority of the Policy Board.

Section 5. RESIGNATIONS. Any Officer or member of the Executive Committee may resign at any time by giving written notice to the Chairman of the OAGi. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. VACANCIES. Any vacancy occurring in the elected offices, appointed officers or regular elected membership to the Executive Committee, for any reason, may be filled by appointment by the Chairman for the rest of the term. If at anytime the Chairman cannot serve, the Executive Committee can select a replacement by simple majority of the Executive Committee.

Section 7. DUTIES OF THE CHAIRMAN. The Chairman shall perform all duties that pertain to the office of Chairman and they may be assigned by the Executive Committee. In furtherance, but not in limitation of his or her office, the Chairman's primary duties shall be to:

1. Call and preside over all Executive Committee and Policy Board meetings and all meetings of the members of the OAGi.
2. Provide leadership for the strategic planning process.

3. Assist the CEO to ensure that all orders and resolutions of the Executive Committee are carried into effect.
4. Assist the CEO to execute the bonds, mortgages, and other contracts requiring the seal of the OAGi.
- 5.
6. Submit a report of the operations of the OAGi for the preceding year to the members annually, and from time to time report to the Executive Committee on all matters within the Chairman's knowledge which the interests of the OAGi may require brought to their notice.

Section 8. DUTIES OF THE VICE CHAIRMAN OF FINANCE.

The Vice Chairman of Finance shall be the Financial Officer of OAGi, shall fulfill the duties of Treasurer under Illinois law, and shall perform all duties that pertain to the office of Vice Chairman of Finance and that may be assigned by the Chairman and Executive Committee. The Chairman of Finance may delegate duties as appropriate to headquarters staff while retaining oversight responsibilities. In furtherance, but not in limitation of his or her office, the Vice Chairman of Finance's primary duties shall be to:

1. Supervise and oversee full and correct account of all receipts and disbursements of the OAGi.
2. Assist the OAGi staff to deposit the funds of the OAGi in such financial institutions as may be designated by the Executive Committee.
3. Oversee the investments of OAGi's funds in accordance with such policies and procedures as may be established by the Executive Committee.
4. Render to the Chairman and members of the Executive Committee, whenever they may request it of him or her, an account of all transactions as Vice Chairman of Finance and of the financial condition of the OAGi.
5. Prepare and present to the Executive Committee an annual budget for the OAGi.
6. Furnish at the expense of the OAGi a fidelity bond approved by the Executive Committee in such sum as the Executive Committee shall prescribe.
7. Cause the conduct of an annual audit of all OAGi accounts, at the expense of OAGi, by an independent Certified Public Account approved by the Executive Committee.
8. Supervise new ventures and affiliate alliance agreements and terms.

Section 9. DUTIES OF THE VICE CHAIRMAN OF MARKETING.

The Vice Chairman of Marketing shall be responsible for overall marketing strategies for the OAGi and shall oversee implementation of marketing and sales activities, and additional duties as may be assigned by the Chairman and Executive Committee.

Section 10. DUTIES OF THE VICE CHAIRMAN OF MEMBERSHIP.

The Vice Chairman of Membership shall be responsible for duties that may be assigned by the Chairman and Executive Committee.

ARTICLE VII **HEADQUARTERS**

Section 1. EXECUTIVE HEADQUARTERS. The OAGi Executive Headquarters will be designated by the Policy Board.

Section 2. DUTIES. The designated headquarters office will be responsible for providing supporting services as prescribed in the terms of the contract and additional services as may be prescribed by the Executive Committee. These functions include general correspondence and assistance in administering to financial, publications, membership, meeting, conferences, special interest groups, committees, and other OAGi business matters as may be so designated.

Section 3. BUSINESS MANAGER. The Business Manager will be appointed by the CEO with the consent and approval of the Executive Committee. The Business Manager will perform all administrative management and coordinate supporting services for OAGi. The Business Manager will be directly responsible to the CEO

The Business Manager shall serve as the Secretary of the OAGi and shall (i) be the administrative officer of the OAGi and (ii) perform all duties that would normally pertain to the office of Secretary and that may be assigned by the Chairman or Executive Committee. In furtherance, but not in limitation of this office, the Business Manager's primary duties shall be to:

1. Insure that full minutes of all meetings of the members and Executive Committee and Policy Board are recorded and kept in a book designated for that purpose.
2. Give, or cause to be given, notice of all meetings of the Executive Committee and Policy Board.
3. Mail the ballots for the annual election and all other ballots required from time to time for votes of the membership or board of directors.
4. Maintain in current form the Bylaws of the OAGi.
5. Maintain custody of the OAGi's corporate seal and affix the same to all papers and documents whenever the seal shall be required to be so affixed.
6. Maintain custody of and properly keep all records and property of the OAGi.

ARTICLE VIII **Committees**

Section 1. SELECT COMMITTEES. The Chairman or Vice Chairmen may appoint select volunteer and staff teams, not having or exercising the authority of the Executive Committee, to aid and assist the Vice Chairman and the Executive Committee in the management of the affairs of the OAGi. Other committees may be established by majority vote of the Executive Committee.

Section 2. MEMBERS OF COMMITTEES. Members of committees (which may also be called projects or teams) shall be appointed to a committee by the designated representative of a member company, the

Chairman of the Policy Board or a Vice Chairman of the Executive Committee. The committee member may, or may not, be the designated member representative.

Section 3. POWERS OF COMMITTEES. Except as otherwise provided in these bylaws, all committees shall submit their reports to the body which appointed it and no committee shall take any action to commit the OAGi as to policy, except as such power may be delegated to it by the Policy Board. The committee members attending a duly called meeting of any committee shall constitute a quorum.

Section 4. VOTING. Each committee member shall be entitled to one vote. When more than one individual from a member company serves on a committee, they shall have one collective vote. When a quorum is present at any meeting, the vote of a majority shall be necessary for the adoption of any matter.

Section 5. ELECTION COMMITTEE. There shall be one standing committee, the chair of which will be appointed by the Chairman and a committee of not more than 4 additional members who shall be elected by the Policy Board. This committee shall be responsible for establishing nominating and voting procedures for the positions of Chairman and Officers of the Executive Committee.

ARTICLE IX **Dues, Assessments, Fees**

Section 1. ANNUAL DUES. Annual dues for each class of membership will be recommended by the Executive Committee and approved by the Policy Board. The Executive Committee may determine from time to time the amount of initiation fee, if any.

Section 2. LEVY OF DUES, ASSESSMENTS OR FEES. The Executive Committee may recommend and may approve assessments or fees upon the members provided that a member, upon learning of any increase in dues, or of any levy of any assessments or fees, may avoid liability therefore by resigning from membership prior to the date such dues, assessments or fees are due and payable, except where the member is, by contract or otherwise, liable for such dues, assessments or fees; and provided further that they shall only levy such dues, assessments or fees as may be reasonably required to meet projected funding requirements of the OAGi. In no event shall the failure of a member to pay any dues or assessments give rise to any claim in favor of the OAGi for consequential damages.

Section 3. PAYMENT OF DUES/ASSESSMENTS. Dues for members of all classes shall be payable at the time of application for membership and annually thereafter on the anniversary of their original membership date. New memberships shall be effective upon payment of their dues and will be effective for the 12 calendar months following.

Section 4. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member of any class shall be in default in the payment of dues for a period of more than 60 days from the date on which such dues become payable, their membership may thereupon be terminated by the Executive Committee. Once terminated, the member must pay all outstanding dues, fees and/or assessments to rejoin.

ARTICLE X **Property, Investments and Use of Member Name**

Section 1. PROPERTY. All property, whether real, personal or mixed, received by the OAGi by bequest,

devise, gift, grant, or otherwise, shall be held by the OAGi or disposed of by it on such terms and conditions not inconsistent with the articles of incorporation, as the Executive Committee shall determine.

Section 2. RIGHTS OF INTELLECTUAL PROPERTY. All intellectual property, specifications, software and documentation and any other technology or assets (collectively, "Technology") developed by the OAGi, whether developed by employees of the OAGi alone or with the assistance of volunteer staff contributed by the members or other employees of members, shall be subject to such rules as the Policy Board may adopt from time to time. Without limitation, such rules shall control all rights of publication relating to the Technology, the ownership of such Technology, the license rights which members may be entitled to therein, and the fees (if any) which the OAGi may charge members for access to such Technology. In any event, any IP created by Federal employees, whether solely or jointly with other members, will be governed by applicable Federal statutes, regulation and policies.

Section 3. INVESTMENTS. Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, the funds of the OAGi may be invested, from time to time, in such manner as the Executive Committee may deem advantageous without regard to restrictions applicable to trustees or trust funds.

Section 4. USE OF NAMES. Neither the OAGi nor any member shall use the name of the other in any form of publicity without the written permission of the other, provided that any member may disclose and publicize its membership in the OAGi, and the OAGi may disclose and publicize the membership of the members in the OAGi.

Amendment as of May 1, 2007

Section 5. ACCESS. OAGi encourages open and free access and will not inhibit open and free access to the OAGIS Standard, nor will it require monetary compensation beyond handling fees for accessing the standard, however, neither the Open Applications Group nor its assigns shall be obligated to:

1. Perpetually maintain its existence; nor
2. Provide for the perpetual existence of a website or other public means of accessing the OAGIS standards; nor
3. Maintain the public availability of any given OAGIS release of the standard that has been retired or superseded, or which is no longer being actively implemented in the marketplace.
4. Maintain the free and public access to non-OAGIS standard documents, such as supporting documents.

Because of the special nature of Article X, Section 5, this section and this section only, requires a unanimous vote of the Policy Board of Open Applications Group and also a 2/3 vote of the voting membership to be modified in any way.

ARTICLE XI **Books and Records**

The OAGi shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Executive Committee, Policy Board and any committee having any of the

authority of the Executive Committee and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the OAGi may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time. A financial audit should be conducted at least annually by an independent certified accountant.

ARTICLE XII
Adoption of Technical Specifications

Notwithstanding anything in these bylaws to the contrary, no technical specification or standard shall be adopted by the Policy Board on behalf of the OAGi unless members constituting a majority of the entire Policy Board have indicated, in person or in writing, their respective approval of such technical specification or standard.

ARTICLE XIII
Financial Administration

Section 1. FINANCIAL RESPONSIBILITIES. The Executive Committee shall have authority to prescribe such procedures as it deems appropriate to assure adequate budgetary and financial controls for the OAGi. Approval of the budget by the Policy Board shall constitute authority for responsible officials of the OAGi to obligate funds as provided in the budget.

Section 2. DEPOSITORIES. All funds of the OAGi not otherwise employed shall be deposited from time to time to the credit of the OAGi in such banks, trust companies or other depositories as the Executive Committee may designate.

Section 3. CHECKS, DRAFT, NOTES, ETC. All checks, or other orders for the payment of money and all notes or other evidences of indebtedness issued on the name of the OAGi shall be signed by such officer or officers, agent or agents, of the OAGi and in such manner as shall from time to time be determined by resolution of the Executive Committee.

Section 4. DISSOLUTION. In case of dissolution of the OAGi and liquidation of its affairs, any money or other assets remaining after the payment of all obligations shall be distributed in such a manner as the Policy Board may determine and direct, and in every case the decision and determination of the Policy Board shall be final and conclusive upon all persons in any way interested.

Section 5. FISCAL YEAR. The fiscal year of the OAGi shall end on the thirty-first day of December of each year.

ARTICLE XIV
Miscellaneous Provisions

Section 1. CORPORATE SEAL. The corporate seal of the OAGi shall bear the name of the OAGi in the marginal circle, and the words "Corporate Seal" in the inner circle. Said seal may be used by causing it or a facsimile or equivalent thereof to be impressed or affixed or reproduced.

Section 2. WAIVER OF NOTICE. Whenever any notice is required to be given by law, the articles of

incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

ARTICLE XV
Amendments

Section 1. These bylaws may be altered, amended or repealed, and new and other bylaws may be adopted by resolutions duly adopted by a majority of the Policy Board presented in person or in writing at a duly constituted meeting of the Policy Board.

Section 2. Any member in good standing who dissents from a vote concerning governance of the Open Applications Group or cannot agree to a revision to the bylaws as described in section 1 of this Article may, at their sole discretion, resign their membership in the Open Applications Group and receive a prorated portion of their dues returned. For other cases, any member in good standing may, at their sole discretion, resign their membership in the Open Applications Group at any time for any other reason but will forfeit their remaining membership dues.

ARTICLE XVI
Indemnification of Officers and Directors

Section 1. POWER TO INDEMNIFY. The OAGi shall have the power to indemnify any person who is or was a director, officer, incorporator, employee or agent of the OAGi, or who is or was serving at the request of the OAGi as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the full extent permitted by law.

Section 2. LIABILITY INSURANCE. The OAGi may purchase and maintain insurance on behalf of any person who is or was a director, officer, incorporator, employee or agent of OAGi, or who is or was serving at the request of the OAGi as a director, officer, incorporator, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against such liability asserted against him or her and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the OAGi would have the power to indemnify such person against such liability.