



**BYLAWS  
OF  
GIFT ASSOCIATES INTERCHANGE NETWORK, INC.  
A NEW YORK NOT-FOR-PROFIT CORPORATION**

**ARTICLE I  
NAME, OFFICES AND PURPOSES**

Section 1.1 Name.

The name of this corporation is GIFT ASSOCIATES INTERCHANGE NETWORK, INC. (hereinafter referred to as the “Corporation”).

Section 1.2 Principal Office.

The principal office of the Corporation shall be located within the State of New York, at such place as the Corporation’s Board of Directors (the “Board”) shall from time to time determine. The Board is granted full power and authority to change the principal office from one location to another.

Section 1.3 Other Offices.

Branch or subordinate offices may be established at any time by the Board at any place or places.

Section 1.4 Purposes.

The purpose of the Corporation is to engage in any and all activities consistent with those of a not-for-profit commercial association, and specifically, the promotion and betterment of trade and commerce by the Corporation’s Members (defined below), including, but not limited to, the exchange of valuable information among Members regarding (i) the market for products generally sold and distributed by

Members and (ii) the creditworthiness of and payment experience of customers of Members, all with a view toward improving Members' credit management abilities and functions. No part of the assets, income or profit of the Corporation shall at any time be distributable to, or inure to the benefit of, any Members, Directors (defined below) or Officers (defined below), except to the extent permitted by the Not-for-Profit Corporation Law of the State of New York.

## **ARTICLE II MEMBERSHIP**

### Section 2.1 Number of Members; Status of Members; Membership Rules.

There shall no limit on the number of Members the Corporation may admit; provided that no business, firm, corporation, partnership or other entity shall be entitled to become or be a Member unless that person or entity shall then be a party to the Access Agreement in the form of Exhibit A (the "Access Agreement"), as said Access Agreement shall be amended from time to time with the consent of the Board.

The Members shall be subject to rules of conduct and compliance (the "Membership Rules") promulgated by the Board from time to time with the consent of the Steering Committee (defined below). The Board hereby adopts the Membership Rules annexed hereto as Exhibit B.

### Section 2.2 Classes of Membership.

The Corporation shall have two classes of Members: Class A Members; and one (1) Class B Member appointed from time to time by ABC Amega, Inc. or any affiliate thereof. Except as expressly provided in Section 2.10 (voting) or as otherwise authorized by these Bylaws, all Members shall have the same rights, privileges, restrictions, and conditions.

### Section 2.3 Qualification of Members.

A Class A Member may be a sole proprietor, a partnership, a limited partnership, a corporation, or a limited liability company (each a "Candidate"); provided that no Candidate shall be a Class A Member unless (i) that Candidate shall have completed, executed and submitted to the Service Provider (as defined below) an application in form and substance satisfactory to the Service Provider; (ii) that Candidate shall have executed and delivered an Access Agreement; (ii) that Candidate shall have paid the amounts shown to be due thereon; and (iii) that Candidate shall otherwise be qualified to be a Member under Article III of the Membership Rules.

The initial Class B Member is ABC Amega Inc., a corporation.

Section 2.4 Access Agreement; Dues, Assessments, and Liability of Members.

(a) Each Class A Member's execution and delivery of an Access Agreement constitutes that Member's agreement to be bound by these Bylaws and the Membership Rules.

(b) No dues, assessments or other charges, other than as set forth in the Membership Rules or the Access Agreement, as each may be in effect from time to time, shall be levied against any Class A Member without the consent of the Class A Members.

(c) No Member shall be liable for the debts, liabilities, or obligations of the Corporation.

Section 2.5 Right to Vote by Members.

The Members shall have the right to vote on all matters involving the Corporation; *provided, however*, that no Class A Member shall be permitted to vote on any matters unless that Member's monetary obligations under its Access Agreement and the Membership Rules are current at the time of the vote.

Section 2.6 Termination of Membership.

The membership of a Class A Member shall terminate upon the occurrence of any of the following events:

(i) The Member's written notice of resignation as a Member, delivered to the President or Secretary of the Corporation personally or by mail.

(ii) A determination by a majority of the Board that the Member has engaged in conduct materially prejudicial to the interests of the Corporation after fair notice and opportunity to cease.

(iii) Automatically upon the expiration or termination of the Access Agreement to which that Member is a party.

(iv) Automatically as provided in the Membership Rules.

Section 2.7 Annual Meeting and Other Special Meetings.

There shall be an annual meeting of the Members at each GAIN Conference (as defined in the Membership Rules) for the purposes of appointing Directors and transacting other business as may come before the meeting. Each Member may select an individual representative or delegate who shall have and may exercise all of the powers, rights, and privileges of the Member at any meeting. Such representatives or delegates shall be subject in all respects to the provisions in these Bylaws and the Membership Rules governing the Members. Other special meetings of the Members may be called by any three Directors at any time and shall be held at the times and places designated by the President or, in his or her absence, the Secretary of the Corporation.

Section 2.8 Notice of Meetings.

Notice of the time and place of meetings of the Members shall be given to each Member by the Secretary by one of the following methods: (a) personal delivery of written notice; (b) first-class mail, postage paid; (c) telephone communication, either directly to the Member or to a person at the Member's office who would reasonably be expected to communicate such notice promptly to the Member; (d) electronic mail ("e-mail"); or (e) facsimile. All such notices shall be given or sent to the Member's address, telephone number, e-mail address, or facsimile number as shown on the records of the Corporation. The notice shall specify the time and place of the meeting, whether the Board or certain Members called the meeting, and the purpose or purposes for which the meeting is called. Notices shall be given at least ten (10) days before the time set for the meeting.

Section 2.9 Quorum; Voting.

Members or their designees representing fifty percent (50%) of the votes entitled to be cast by all Class A Members in the aggregate (i.e., whether or not present) shall constitute a quorum for the transaction of business. Each matter to be voted on by Members shall require the concurrence of a majority of votes cast at a meeting at which a quorum of Class A Members is present.

Members may vote in person or by proxy. Proxies shall be sent at least thirty days prior to the scheduled date of the Members' meeting, and shall be counted if received at least one day prior to said date.

Cumulative voting (by class where applicable) shall be allowed on all matters submitted to the Members for vote.

Section 2.10 Rights of Inspection.

Any Member who has been a Member of record of the Corporation for at least three (3) months shall have the right, upon at least five (5) days written demand, to examine in person or by agent or attorney, during usual business hours, the minutes of the proceedings of Member meetings and list or record of Members. The right of inspection includes the right to copy and make extracts of documents.

**ARTICLE III  
BOARD OF DIRECTORS**

Section 3.1 Powers.

Subject to the limitations in the Certificate or these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, management

company, or Board Committee (defined below) from time to time; *provided, however*, that the Board shall have the ultimate responsibility for all activities and affairs of the Corporation. Without limiting its general powers, the Board shall have the following specific powers:

(a) To appoint and remove all officers, agents, and employees of the Corporation and prescribe appropriate powers, duties, and terms for them; except that the Board shall not have the power to elect, remove, or change the composition, powers or duties of the Steering Committee without the consent thereof.

(b) To conduct, manage, and control the strategic and day-to-day affairs and activities of the Corporation, and to make appropriate rules and regulations therefore.

(c) To establish and maintain appropriate bank, investment, and trust accounts.

(d) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

### Section 3.2 Number of Directors.

The number of members of the Board of the Corporation (“Directors”) shall be five (5), consisting of three (3) Directors appointed by the Class B Member and two (2) Directors appointed by the Class A Member.

### Section 3.3 Selection of Directors and Term of Office.

(a) Directors shall be elected as follows:

(i) Any Member may nominate a Director;

(ii) The Board shall post a list of nominees and make it available to all Members for a reasonable period;

(iii) The Board shall be elected at a duly convened meeting of Members.

(iv) Votes may not be cumulated.

(v) Directors shall serve for two (2) year terms.

(vi) Each Director may be reelected, after the completion of his or her two (2) year term.

(b) The Board may establish such other rules and regulations governing the election of Directors as it deems appropriate. The Board may remove a Director, or bar the appointment of an individual as a Director, with or without the consent of the Members, on the grounds of material breach of these Bylaws.

(c) Directors shall either be a Member, a compensated employee or executive officer of a Member, or, in the case of a Director appointed by the Class B Member, an officer or executive employee of ABC Amega Inc.

#### Section 3.4 Removal.

A Director may be removed, with or without cause: (i) at any by the time affirmative vote of two-thirds of all Directors eligible to vote (i.e., two-thirds of the number of all Directors, whether or not present) at a duly convened meeting of the Board at which a quorum is present; (ii) upon the written consent of Members as hereinabove provided; or (iii) upon the affirmative vote of the Members.

#### Section 3.5 Resignation.

A Director may resign by giving written notice (including by e-mail) to the President or the Secretary. Such resignation shall take effect on the date of receipt of the written notice or at any later time specified in the resignation.

#### Section 3.6 Vacancies.

(a) A vacancy or vacancies on the Board shall be deemed to exist in the case of death, resignation, or removal of any Director, or if the Board by resolution declares vacant the office of a Director who has been declared of unsound mind by an order of court, has been convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty arising under the New York Not-for-Profit Corporation Law.

(b) If a vacancy arises for any reason, the Board shall appoint a replacement for the remainder of that Director's term by majority vote of the whole Board.

### **ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS**

#### Section 4.1 Annual Meeting; Regular Meetings.

An annual meeting of the Board shall be held each year immediately following the annual Members' meeting. At the annual meeting, the Board shall appoint the Officers of the Corporation and shall conduct such other business as is appropriate. Annual meetings shall be held at the principal office of the Corporation unless the Board sets another place for the meeting.

#### Section 4.2 Special Meetings.

Special meetings of the Board shall be held at the times and places designated by the Board by written notice sent to the Directors by the President or the Secretary. In the absence of a contrary designation, special meetings shall be held at the principal office of the Corporation.

#### Section 4.3 Notice of Meetings.

Notice of the time and place of meetings of the Board shall be given to each Director by the President or the Secretary by one of the following methods: (a) personal delivery of written notice at said Director's office address (which need not be an actual office); (b) e-mail; (c) facsimile; or (d) telephonic notice against email and/or facsimile confirmation. All such notices shall be given or sent to the Director's address, e-mail address, or facsimile number as shown on the records of the Corporation. The notice shall specify the time and place of the meeting. Notices shall be given at least twenty-four (24) hours before the time set for the meeting. Each notice shall be followed up within 24 hours by telephone notice to each telephone number specified by the various Directors; provided that the notifier need only leave a voicemail message or a message with the person who answers the telephone. Each Director hereby agrees to deliver to the Secretary an office address, telephone number, facsimile number and an email address (if available) for notices immediately upon appointment, and to advise the Secretary forthwith in the event any number or address is changed.

#### Section 4.4 Meetings by Conference Telephone.

Directors may participate in any meeting through the use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. All Directors participating in a meeting pursuant to this Section 4.4 shall be deemed to be present in person at any such meeting.

#### Section 4.5 Waiver of Notice.

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present; and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

#### Section 4.6 Quorum; Voting.

A majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business, except to adjourn as provided in Section 4.7. Unless otherwise provided in these Bylaws, every act or decision done or

made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by Law or by the Certificate, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 4.7 Adjournment.

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting.

Section 4.8 Notice of Recommencement.

Notice of the time and place of recommencing an adjourned or suspended meeting need not be given, unless the meeting is adjourned or suspended for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned or suspended meeting to the Directors who were not present at the time of the adjournment or suspension.

Section 4.9 Action Without Meeting by Written Consent.

Any action required or permitted to be taken by the Board or a Board Committee may be taken without a meeting, if all members of the Board or the Board Committee consent in writing to the adoption of a resolution authorizing the action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board or the Board Committee. Written consents shall be filed with the minutes of the proceedings of the Board or the Board Committee.

**ARTICLE V  
COMMITTEES**

Section 5.1 Establishment of Board Committees. The following committees (each a “Board Committee”) shall be the standing committees and special committees established by resolution of the Board in accordance with these Bylaws.

Section 5.2 Steering Committee & Bylaws Committee

(a) There is hereby established an executive committee (the “Steering Committee”) consisting of the Members having the powers and duties described in Article VII of the Membership Rules.

(b) There is hereby established a Bylaws Committee consisting of 3 members whose duties shall be restricted to considering and recommending to the Board from time to time amendments to these Bylaws.



Section 5.3 Standing or Special Committees.

(a) In the event that the Board determines that the management of the Corporation would be benefited by the establishment of one or more standing or special committees, the Board may from time to time establish one or more such committees.

(b) The establishment of a standing or special committee shall be effected by the affirmative vote of the majority of the Directors then in office, and the Board's resolution shall specifically set forth the powers and duties delegated to such committee. Each such committee shall include three (3) or more Directors and shall be presided over by a Director selected by the Board.

(c) The term "standing committee" or "special committee" shall mean any Board Committee that is authorized by specific delegation, without further Board action, to take action, or make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the chairman of each such standing or special committee, and meetings of standing or special committees may be called by the Board or the chairman of the standing or special committee.

(d) Nothing contained in these Bylaws shall be construed to limit the formation and operation of Subcommittees (as defined in the Membership Rules).

Section 5.4 Composition of Board Committees.

Except for the Steering Committee, standing committees of the Board shall be composed of Directors. Special committees are not limited to Directors but may by resolution of the Board include persons who are not Directors. The Board may appoint alternate members of any Board Committee, who shall act on behalf of a Board Committee member who is absent from a Board Committee meeting. The Board or the Board Committee may invite other persons, whether or not Directors, to attend meetings of the Board Committee and to participate in the discussion and activities of the Board Committee; *provided, however*, that such additional persons attending the Board Committee meeting shall not be entitled to vote and shall attend only as permitted by the Board Committee.

Section 5.5 Limitations upon Board Committees.

(a) *Prohibited Powers.* No standing committee of the Board, including the Steering Committee, shall have the authority to:

(i) Take any final action on matters which, under the Certificate, these Bylaws, or the Not-for-Profit Corporation Law of the State of New York, also requires Members' or Directors' approval;

(ii) Fill vacancies on the Board or on any Board Committee;

(iii) Amend or repeal the Certificate, these Bylaws, or the Membership Rules; or

(iv) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable.

(b) *Special Committees.* The Board may authorize any special committee to provide such advice and recommendations as the Board shall require, but no special committee shall have the power to manage or direct the affairs of the Corporation.

#### Section 5.6 Meetings and Actions of Board Committees.

(a) Meetings and actions of Board Committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws concerning meetings of the Board, with such changes in the content of these Bylaws as are necessary to substitute the Board Committee and its members for the Board and its Directors. The time for a meeting of a Board Committee may be determined either by resolution of the Board or by resolution of the Board Committee. Notice of meetings of Board Committees shall also be given to any and all alternate members, who shall have the right to attend such meetings, subject to subparagraph (c) of this Section 5.6. Minutes shall be kept of meetings of Board Committees and shall be filed with the corporate records. The Board may adopt rules for the governance of any Board Committee not inconsistent with the provisions of these Bylaws.

(b) Each Board Committee may establish such subcommittees as it desires, and the members of such subcommittees need not be members of the Board. The recommendations of such a subcommittee shall become the actions of the Board Committee upon adoption of such recommendations by the Board Committee.

(c) Each Board Committee may determine that a meeting of the Board Committee shall be limited to members of the Board Committee only in the event that a matter to be discussed by the Board Committee concerns a labor or personnel issue, a contract negotiation, or litigation.

#### Section 5.7 Fees and Compensation.

(a) Directors and members of Board Committees shall not receive compensation for their services, but may receive reimbursement for expenses under procedures that shall be determined by the Board.

(b) Notwithstanding the foregoing, this Corporation shall not make any loans to any Member, Director, or Officer.

## **ARTICLE VI OFFICERS**

### Section 6.1 Officers.

The officers of the Corporation (the “Officers”) shall be a President and a Secretary. The Corporation may also have other officers, at the discretion of the Board, such as a Chairman of the Board, one or more Vice Presidents, a Treasurer, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 6.3. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board. No Officer need be a Member or a Director.

### Section 6.2 Election.

The officers of the Corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 6.3 or Section 6.5, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

### Section 6.3 Subordinate Officers.

The Board may elect, and may empower the President to appoint, such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

### Section 6.4 Removal and Resignation.

(a) Any Officer may be removed, either with or without cause, by the Board at any time or, except in the case of an Officer chosen by the Board, by any Officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the Officer under any contract of employment of the Officer.

(b) Any Officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### Section 6.5 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these

Bylaws for regular election or appointment to such office; *provided, however*, that such vacancies shall be filled as they occur and not on an annual basis.

Section 6.6 Chairman of the Board.

The Chairman of the Board, if any, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 6.7 Vice Chairman of the Board.

The Vice Chairman of the Board, if any, shall, in the absence of the Chairman of the Board, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 6.8 President.

Subject to such powers, if any, as may be given by the Board to the Chairman of the Board, if any, the President is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the Corporation. In the absence of the Chairman of the Board and Vice Chairman of the Board, the President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 6.9 Vice Presidents.

In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 6.10 Secretary.

(a) The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and Board Committees, with the time and place of holding, how authorized, the notice thereof given, the names of those present at Board and Board Committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal business office of the Corporation the original or a copy of the Certificate and these Bylaws, as amended to date.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board and Board Committees required by the New York Not-for-Profit

Corporation Law or by these Bylaws to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 6.11 Treasurer.

(a) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation.

(b) The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

(c) As of the date hereof, the Class B Member maintains separate and apart from Corporation property a fund for the general benefit of the Corporation and activities for the benefit of the Corporation. The Class B Member may continue to utilize said fund for such purposes. It is anticipated by the Corporation that the fees and charges collected pursuant to the Access Agreement and the Membership Rules shall remain separate and apart from any Corporation funds or property and shall until further notice continue to be utilized by the Class B Member in accordance with past practices.

Section 6.12 Chief Financial Officer.

The Board may designate a person, who need not be a member of the Board, to serve as the Chief Financial Officer of the Corporation. In the absence of such a designation, the Treasurer shall serve as the Chief Financial Officer of the Corporation.

## **ARTICLE VII OTHER PROVISIONS**

Section 7.1 Amendments.

These Bylaws may be amended or repealed by the approval of the Board; provided that no amendment to the Membership Rules shall be effective without the concurrence of the Steering Committee.

Section 7.2 Maintenance of Certain Records.

The accounting books, records, and minutes of proceedings of the Board and the Executive Committee, if any, shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal business office of the Corporation. The minutes shall be kept in written or typed form, and the accounting

books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

### Section 7.3 Annual Report.

The Board shall present to the Members at the annual meeting of Members an annual report, verified by the President and the Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board. The annual report shall contain in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year, if any;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and

(e) The number of Members of the Corporation as of the date of the report by class, a statement of increase or decrease in such number during the fiscal year, and a statement of the place where the names and places of residence of the current Members may be found.

## **ARTICLE VIII INDEMNIFICATION**

### Section 8.1 Indemnification.

The Corporation shall, to the maximum extent permitted by the New York Not-for-Profit Corporation Law, indemnify each of its Members, Directors, and Officers against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of (a) the acts or obligations of the Corporation or (b) the fact any such person is or was a Director or Officer of the Corporation. In both circumstances, the Corporation shall advance to such Member, Director, or Officer expenses incurred in defending any such proceeding to the maximum extent permitted by the Law. For purposes of this Section 8.1, a “Member,” “Director,” or “Officer” of the Corporation includes any person who is or was a Member, Director, or Officer of the Corporation. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the Corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the New York

Not-for-Profit Corporation Law. Notwithstanding any of the foregoing, the indemnity obligations of the Corporation under this Section 8.1 do not include any obligation to defend any Member for any actions taken or not taken by Member in violation of these Bylaws.

Section 8.2 Directors' and Officers' Insurance. [DISCUSS]

Subject to the New York Not-for-Profit Corporation Law, the Corporation shall have the right, in the discretion of the Board, to purchase and maintain insurance to the full extent permitted by law (with limits and deductibles and coverage determined by the Board) on behalf of its Members, Directors, and Officers, to cover any liability asserted against or incurred by any Member, Director, or Officer in such capacity or arising from the Member's, Director's, or Officer's status as such.

Section 8.3 Designation of Service Provider.

Until changed by the Board, the Service Provider (as defined in the Membership Rules) shall be Amega Group, a wholly owned subsidiary of ABC Amega, Inc.

**EXHIBIT A**  
**ACCESS AGREEMENT**



**EXHIBIT B**  
**MEMBERSHIP RULES**