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BYLAWS

AUTOMATIC IDENTIFICATION AND MOBILITY, INC.

Contents

BYLAWS	1
AUTOMATIC IDENTIFICATION AND MOBILITY, INC.	1
ARTICLE I PURPOSES AND OBJECTIVE	4
Section 1. Purpose	4
Section 2. Objective	4
Section 3. Mission Statement	4
ARTICLE II PROGRAMS	5
Section 1. Programs	5
ARTICLE III MEMBERSHIP	6
Section 1. Membership	6
Section 2. Qualifications	6
Section 3. Categories	7
Section 4. Application	7
Section 5. Membership Eligibility	8
Section 6. Resignation	8
ARTICLE IV SUSPENSION OR EXPULSION FROM MEMBERSHIP	8
Section 1. Reasons for Suspension or Expulsion by Board Vote	8
Section 2. Procedure for Suspension or Expulsion by Board Vote	9
Section 3. Procedure for Suspension or Expulsion for Reason of Nonpayment . 9	
Section 4. Suspended and Expelled Members	9
ARTICLE V MEETINGS AND QUORUMS	10
Section 1. Annual Meeting of the Corporation	10
Section 2. Special Meetings	10
Section 3. Quorum, Voting and Proxies	10
Section 4. Procedures	11
Section 5. Minutes	11
Section 6. Meetings by Phone or Other Telecommunication Means	12
Section 7. Guests	12
ARTICLE VI DIRECTORS	12
Section 1. Directors	14
Section 2. Meetings	14
Section 3. Action of Directors	15
Section 4. Resignations	15
Section 5. Vacancies in the Board	15
Section 6. Committees of the Board	16
ARTICLE VII OFFICERS	17
Section 1. Officers and Terms	17

Section 2. Chairperson	17
Section 3. Vice Chairperson	17
Section 4. Executive Director	17
Section 5. Counsel	18
ARTICLE VIII REPRESENTATIVES OF MEMBERS	18
Section 1. Delegates of Members	18
Section 2. Change of Delegate	18
ARTICLE IX AUTHORITY OF THE BOARD OF DIRECTORS.....	19
Section 1. Contracts	19
Section 2. Loans	19
Section 3. Checks, Drafts, etc.	19
Section 4. Deposits	19
ARTICLE X DUES, INITIATION FEES AND ASSESSMENTS.....	20
Section 1. Dues, Initiation Fees and Assessments	20
Section 2. Annual Budget	20
Section 3. Delinquency	20
ARTICLE XI INDEMNIFICATION OF OFFICERS AND DIRECTORS	20
Section 1. Right to Indemnification	21
Section 2. Right to Advancement of Expenses	21
Section 3. Right of Indemnitee to Initiate Action	21
Section 4. Insurance and Funding	22
Section 5. Non-Exclusivity; Nature and Extent of Rights	22
Section 6. Partial Indemnity	22
ARTICLE XII CONFLICTS OF INTEREST	23
Section 1. General	23
ARTICLE XIII ANTITRUST COMPLIANCE	23
Section 1. General	23
ARTICLE XIV DISSOLUTION.....	24
Section 1. Distribution of Assets upon Dissolution, Sale or Reorganization	24
ARTICLE XV GENERAL	24
Section 1. Office	24
Section 2. Seal	24
Section 3. Fiscal Year	25
Section 4. Gender	25
Section 5. Mail	25
ARTICLE XVI AMENDMENTS.....	25
Section 1. Amendments	25

AUTOMATIC IDENTIFICATION AND MOBILITY, INC.
(A Pennsylvania Non-Profit Corporation)

BYLAWS

ARTICLE I
PURPOSES AND OBJECTIVE

Section 1. Purpose

To accelerate the growth and use of Automatic Identification and Mobility (herein referred to as "AIM") technologies and services.

Section 2. Objective

The objective of AIM shall be to have a worldwide association of mobility manufacturers, distributors, resellers, end users, retailers, individual software vendors, academics, consulting services and other strategic partners with the primary goals of: becoming an industry knowledge source, promulgating global standards, engaging in legislative and regulatory advocacy, developing an engaged and inclusive membership community, and promoting end-user awareness.

Section 3. Mission Statement.

As the unbiased resource for networking, education, advocacy and standards, AIM will help its members grow their businesses by fostering the effective use of Automatic Identification and Data Capture ("AIDC") solutions.

ARTICLE II PROGRAMS

Section 1. Programs.

The association shall function with planned programs which shall include:

- a. development and promotion of standard nomenclature and industry standards;
- b. coordination of and assistance for the efforts of all related associations;
- c. collection and dissemination of reliable industry statistics;
- d. preparation and distribution of educational and scientific materials;
- e. establishment of liaison and cooperation with private and governmental groups establishing standards and/or safety codes which are pertinent to the association;
- f. promotion of a better understanding of the automatic identification and data capture industry in industry and government;
- g. close coordination with user groups to communicate needs, benefits and applications, and to solve mutual problems;
- h. maintenance of a membership representative of the industry and related industries, through internal committees as necessary to provide an orderly and efficient method of accomplishing the programs and achieving the stated objectives of the association;

- i. development of and/or participation in industry exhibits and seminars; and
- j. other programs as needed from time to time to further the purpose, objectives and mission of AIM as determined by the Board of Directors.

ARTICLE III MEMBERSHIP

Section 1. Membership.

Membership in AIM shall be open to the following entities from all countries of the world who qualify under Section 2 of this Article III.

Section 2. Qualifications.

- A. Corporate Entity means any proprietorship, partnership, firm, association, corporation, division of a corporation, association or other business, or legal entity organized under the laws of any jurisdiction, as well as any other parties interested in AIM's vision, mission and focus.
- B. Emeritus Membership may be extended in certain circumstances, upon board approval, to a retired individual who has made substantial contributions to AIM.
- C. Consulting Membership may be extended in certain circumstances, upon board approval, to an individual who had been previously employed by a Member, but has not yet obtained new employment and/or who has continued in the industry as a private consultant, and who has made substantial contributions to AIM.

Section 3. **Categories.**

There shall be as many categories of membership as needed defined by the AIM Board of Directors. These categories may be broken into four broad categories:

- A. Corporate Member: Open to those corporate entities who, prior to the date of application for membership, are engaged in the manufacture, sale, or purchase of automatic identification and data capture equipment and systems or are suppliers of auxiliary services or products, who desire involvement in strategic global industry initiatives including but not limited to the establishment of standards and global markets.

- B. Chapters: An affiliation of corporate entities by geographic area or industry segment organized to focus on and promote industry interests, which is governed by a separate Chapter Operating Agreement and a Chapter Service Mark License Agreement with AIM.

- C. Chapter Member: A member of one or more chapters.

- D. Regional Umbrella Organization: An affiliation of Chapters, Corporate Members and Chapter Members within a specific region, organized under a corporate charter and formal agreement with AIM, established to facilitate AIM's presence within a specified region, as well as to create and manage AIDC projects with government and regional entities.

Specific membership categories and the voting rights therefore are set forth in the AIM policy on Membership.

Section 4. **Application.**

Application for membership in the association shall be made to the Executive Director (or his or her designate representative) in writing on the required form as may be established by the association.

Application for a License to establish Chapter or Regional Umbrella Organization must be made to the Executive Director (or his or her designated representative) in writing on the required form as may be established by the association.

Section 5. Membership Eligibility.

It is a condition of continuing membership in the association that all dues, assessments and levies shall be paid as assessed on a timely basis. If requested by the Board of Directors at any time, a Member shall be required to submit to the Executive Director (or his or her designated representative) such information as may be determined necessary to support its continuing membership eligibility.

Section 6. Resignation

Resignations of Members shall be submitted in writing to the Executive Director (or his designated representative). Except as hereinafter stated, a resignation shall not be retroactively effective, but shall be effective on the date received. No dues, assessment or levies of a resigning Member shall be refunded in the event that a Member resigns during its membership year. A Member shall not be liable for any special assessments imposed after the effective date of its resignation. Any Member resigning from the association shall have no further interest in the property or programs of, or claim against, the association of the effective date of resignation.

ARTICLE IV SUSPENSION OR EXPULSION FROM MEMBERSHIP

Section 1. Reasons for Suspension or Expulsion by Board Vote.

Any Member may be suspended or expelled from membership from the association by a two-thirds vote of the Board of Directors for any of the following reasons:

- (a) Failure to conform with the provisions of the Articles of Incorporation of the association and/or these Bylaws;
- (b) Failure to conduct itself as a member or representative of AIM in a manner which promotes or furthers the interests of the Industry, other AIM Members, and/or the AIM officers and management or engagement in conduct which is intended to or otherwise results in damaging the business or reputation of AIM, its members, officers or management;
- (a) Failure to continue to meet membership or representative eligibility requirements;
or
- (b) Failure to pay membership dues or assessments.

Section 2. Procedure for Suspension or Expulsion by Board Vote.

Upon being advised that an event has happened which would constitute grounds for suspension or expulsion of any Member or representative of AIM under Section 1 of this Article, the Board of Directors may suspend or expel such members upon a vote of two-thirds of the Board of Directors; provided, however, that such suspended or expelled Member may appeal such suspension or expulsion by notifying the Executive Director (or his designated representative) within ten days of being advised in writing of such Board action. Upon receipt of such notice, the Board shall schedule a hearing at its next meeting to hear such appeal under such procedures as it shall determine in advance thereof. The appeal process shall conform with the procedure set forth in AIM Appeals Process Policy.

Section 3. Procedure for Suspension or Expulsion for Reason of Nonpayment.

Like any Business, AIM must have a consistent stream of income in order to execute its objectives and goals. For this reason, timely payment of dues, assessments and levies is imperative for the proper operation of AIM. When Members fail to pay their dues, assessments and levies, AIM has to take action. Where a Member fails to pay any dues or any assessments made within the authority of the Articles of Incorporation, the Member may be suspended or expelled from membership by the Executive Director (or his or her designated representative), in his or her discretion, two weeks after the receipt a notice of the proposed suspension or expulsion for failure of payment due and/or the Executive Director (or his or her designated representative) may suspend or expel without notice within 60 days after the payment thereof shall be due.

Section 4. Suspended and Expelled Members.

Any Member suspended from the association under this Article shall have no claim against or vote in the association. Any member or representative expelled from the association under this Article shall have no further interest in the property or programs of, or claim against, the association, and shall be entitled to reapply for membership only through an appeal to and reconsideration by the Board of Directors as set forth in Section 2 of this Article and upon payment in full of all obligations to the Association outstanding at the time of expulsion.

ARTICLE V MEETINGS AND QUORUMS

Section 1. Annual Meeting of the Corporation.

The association shall hold an annual meeting of its Members (the "Annual Meeting") during each calendar year, the time and place of which shall be determined, by the Board of Directors, for the transaction of any business placed on the agenda. Notice of such meeting therefor shall be sent by the Executive Director (or his or her designated representative) to each Member at least 60 days in advance of the day specified for the meeting, which includes a statement of the day, time and place of the meeting and information as to the subject matter to be considered at the meeting. The Board of Directors may invite any other person to such meeting as it deems necessary and appropriate. Nothing in these Bylaws shall be construed to prohibit an annual meeting held through a virtual conferencing platform.

Section 2. Special Meetings.

Special meetings of the members of the Board of Directors, Members or council may be called by the Executive Director (or his or her designated representative) or by the Board of Directors at a place designated in the notice of such meeting, or shall be called by the Executive Director (or his designated representative) upon the request of not less than 20% percent of the Members. Notice of such meeting should be sent at least 20 days before said meeting. Special meetings of the Members and the Board of Directors may be held by telephone or video conference as set forth in Section 6 of this Article, but all votes shall be by letter or electronic ballot signed by the Member or, in the case of the Councils, the representative, in such appropriate cases, and in the case of letter ballots shall be sent by email within three working days to AIM. A quorum of the Members entitled to vote shall be required to constitute a valid vote, and a majority of such quorum shall be necessary to authorize any action under consideration.

Section 3. Quorum, Voting and Proxies.

The presence, by the duly authorized licensee representative, or by proxy, of a simple majority of the Members at any Annual or special meeting of the association or the presence of Directors at any meeting of the Board of Directors shall be necessary to constitute a quorum for the transaction of

business. A meeting at which a quorum is present shall be duly constituted for the transaction of business even though a lack of a quorum may subsequently arise. Each Member shall have only one vote regardless of the number of representatives of such Member who may be present at the meeting. Each Member and/or Director may attend by proxy, which shall be in writing or facsimile received by the Executive Director prior to the noticed time for the meeting or submitted at the time of the meeting by the representative of a Licensee to whom the Member is affiliated. Each proxy shall be valid only for the meeting for which it is submitted.

Voting rights for any particular event are defined in the AIM Policy on Membership Categories.

In the event that a matter requires a vote of the Members or Board during a time when a special meeting or annual meeting is not scheduled, a vote may be held on a particular matter through an on-line voting mechanism or paper ballot transmitted through mail. Where a quorum is necessary for a particular vote, a quorum will be satisfied where the number of votes submitted is equal to the number necessary to maintain a quorum for a meeting.

Section 4. **Procedures.**

If, after any meeting of the Members of the association and/or the Board of Directors has been duly called, it is found by the Executive Director or Chairperson that an insufficient number will be present to constitute a quorum, the Executive Director may, with the consent of the Board of Directors, establish a new date and place for the meeting, and a new notice shall be sent by the Executive Director (or his or her designated representative) at least five days in advance of the date of the meeting. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. The Chairperson shall chair all meetings of the Board of Directors.

Section 5. **Minutes.**

At all meetings of the Members of the association and the Board of Directors, a record of the proceedings shall be preserved as the minutes of the meeting.

Section 6. Meetings by Phone or Other Telecommunication Means.

Members or Directors, as the case may be, may participate in a special meeting of the Members or the Board of Directors as set forth in Section 2 or a committee thereof or any Council by conference telephone, video conferencing, or similar communications equipment by means of which all parties participating in the meeting can communicate with each other. All such meetings shall commence by a roll call identifying each participating party and their affiliations, and each such person shall identify when they are leaving the meeting and any other person who becomes a party to the meeting.

Section 7. Guests.

Attendance at meetings shall be limited to members and guests invited by the association.

ARTICLE VI DIRECTORS

Section 1. Directors.

The Board of Directors of the association, including the Executive Director, shall be comprised of no less than 9 members. The Maximum number of board members, excluding the Executive Director, shall not exceed 20% of the total membership. The Board may be comprised of corporate and regional directors, as well as emeritus and consulting directors. The Executive Director shall also serve as a Director.

A. Classifications:

Corporate Directors shall be nominated from the Corporate Members of AIM. In these elections, each AIM Member can vote. Permanent Corporate Directors may be established by the Board in the instance where a corporate member has established a significant global presence and maintains a membership in one or more chapters. Permanent Corporate Directorship shall entitle such member companies to maintain a permanent director upon the Board of Directors.

Regional Directors shall be nominated and elected or appointed by the chapter members within each respective region. AIM currently recognizes four regions: Europe/Middle East/Africa: Asia/Pacific, South/Central/Latin America; and North America.

Emeritus Directors may be appointed by the Board from time to time. In order to be considered as an Emeritus Director, the emeritus candidate must have:

- (1) served at least one term as a Board member;
- (2) served an important leadership role, and/or made significant contributions during his or her tenure on the board;
- (3) be retired from a Member Company; and
- (4) have a strong desire to continue to use his or her expertise to advise the Board so as to continue to serve and promote the purpose and objectives of AIM.

Emeritus Directors must be approved by the Board. Board-approved Emeritus Directors may attend board meetings and participate as equals. The Board shall be limited to no more than two (2) Emeritus Directors at any given time.

Consulting Directors may be appointed by the Board from time to time. In order to be considered as a Consulting Director, the consulting candidate must have:

- (1) served at least one term as a Board member;
- (2) served an important leadership role, and/or made significant contributions during his or her tenure on the board;
- (3) have been employed by Member Company, but no longer employed and/or working in a consulting capacity; and
- (4) have a strong desire to continue to use his or her expertise to advise the Board so as to continue to serve and promote the purpose and objectives of AIM.

Consulting Directors must be approved by the Board. Board-approved Consulting Directors may attend board meetings and participate as equals. If a Consulting Director becomes employed by a Member Company during the term of his or her Consulting Directorship, his or her directorship shall convert to a Corporate Director. The Board shall be limited to no more than one (1) Consulting Director at any given time.

B. **Qualifications:** Each Corporate or Regional Director shall be a manager/executive level delegate from an AIM Member. Each Corporate or Regional Director should be nominated to a Directorship because of such person's leadership qualities and experience. It shall be the obligation of the respective nominating and electing body in the first instance to assure that Directors meet these requirements. The AIM Policy and Procedure for Board Nomination and Election details the process for nomination and election of Directors.

C. **Term:** Directors, except the Executive Director and any Permanent Corporate Directors, shall serve for a two-year term, beginning on the date of the annual meeting at which they are elected. In the event of a merger between two companies represented on the Board, one member (to be determined by the surviving company) will vacate their Board seat.

Emeritus directors shall be limited to a three-year term. Following the expiration of the three-year term, any Emeritus Director may be reappointed by the Board for additional three-year period(s).

Consulting directors shall be limited to a three-year term. Following the expiration of the three-year term, any Consulting Director may be reappointed by the Board for additional three-year period(s).

Section 2. **Meetings.**

The Board of Directors shall meet in person at location of the Annual Meeting, either prior to the Annual Meeting or immediately thereafter, and such other times as provided by the Directors, in person or via teleconference, but no less than twice annually. Each director shall be responsible to pay their own meeting expenses, including purchasing any necessary software or equipment for videoconferencing or teleconferencing.

Section 3. **Action of Directors.**

A. The property, business and affairs of the association shall be managed by its Board of Directors. Except as otherwise provided by law, the Directors may, at the request of the Executive Director, take any action or adopt any resolution by letter or electronic ballot under such procedures as may be adopted from time to time by the Board. Such action or resolution shall be authorized, approved and adopted upon receiving the affirmative vote of at least a majority of the letter or electronic ballots returned to the association, provided that the number of ballots returned to the association within the time specified in the ballot establishes a quorum of Directors in office.

B. The Board of Directors shall elect the officers from its members. Such election shall be by majority vote of letter or electronic ballots returned to the Executive Director, provided that the number of ballots returned within the time specified in the ballot establishes a quorum of Directors in office.

C. The Board of Directors shall be responsible for establishing and maintaining all rules, regulations, policies, and procedures including quorum requirements, for councils, committees and working groups.

D. It shall be the responsibility of the Board of Directors to approve and maintain all Licenses to Chapters meeting the requirements of the Chapter License and Operating Agreements.

Section 4. **Resignations.**

Any Director may resign by submitting to the Chairperson or Executive Director his resignation, which shall become effective upon its receipt by such officer or at any later time specified therein. Unless specified therein, the acceptance of any resignation shall not be necessary to make it effective.

Section 5. **Vacancies in the Board.**

Vacancies in the Board shall be filled according to the guidelines established in the AIM Policy and Procedure for Board Nominations and Election.

Section 6. **Committees of the Board.**

It will be the responsibility of the Board of Directors to establish and amend the rules and regulations of any standing committee including those relating to quorum.

A. Standing Committees.

(i) **Operations Committee:** The Operations Committee shall be responsible for

- 1) creating an annual budget for the association
- 2) recommending the adoption of a reserve fund policy and
- 3) monitoring and recommending changes to the Reserve Fund Balance association for presentation to and adoption by the Board of Directors. Once adopted, such budget or Reserve Fund Balance shall be presented to the Members at the Annual Meeting.

The Operations Committee shall be responsible for monitoring the financial status of the association and for causing audits to be conducted of its finances from time to time. The Committee shall consist of two or more Directors and the Executive Director.

B. Additional Standing or Temporary Committees. Additional standing or temporary committees, consisting of one or more Directors, may be appointed by the Board of Directors from time to time by vote of a majority of the Directors present at any regular or special meeting. The Board may from time to time vest committees with such power and authority, subject to such conditions, as it may see fit.

C. Removal; Vacancies; Absence or Disqualification. The Board may remove Directors from committees and fill vacancies, designate one or more Directors as alternate members of any committee, which alternate members may replace any absent or disqualified member at any meeting. In the event of the absence or disqualification of any member of any committee, the member or members present at any meeting, whether he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in place of any such absent or disqualified member.

D. Organization; Finality of Action. All Committees shall determine their own procedures and times and places of meeting, unless otherwise directed by the Board of Directors and subject to the approval of the Board. Any action taken by any committee shall be subject to alteration or revocation by the Board; provided, however, that third parties shall not be prejudiced by such alteration or revocation. The Board shall have the sole power to set policies regarding reimbursement for expenses associated with Committee activity including travel expenses.

ARTICLE VII OFFICERS

Section 1. Officers and Terms.

The officers of the association shall be the Chairperson and Vice Chairperson of the Board of Directors, as well as the Executive Director, all shall be appointed by the Board of Directors. The term of the Chairperson and Vice Chairperson shall be two years. The Chairperson may be appointed to consecutive term(s). The term of the Executive Director shall be at the will of the Board of Directors. Executive Director need not be a Member of AIM.

Section 2. Chairperson.

The Chairperson shall preside at all meetings of the Board of Directors and at member meetings.

Section 3. Vice Chairperson

In the absence of the Chairperson, the vice chairperson will preside over meetings of the Board and at member meetings.

Section 4. Executive Director.

The Executive Director shall be appointed by and serve at the will of the Board of Directors. The Executive Director shall be the chief staff officer of the association, shall be responsible for its strategic affairs and shall have the authority to appoint such committees and their chairperson as may be deemed necessary. In addition to his or her other duties, the Executive Director shall be charged with carrying out the policies, programs, orders and resolutions adopted or approved by the Board of Directors. The Executive Director shall be responsible for membership and relationships with Members and Licensees. The Executive Director shall attend all meetings of the Members and of Board of Directors. The Executive Director shall perform such other duties as might normally be exercised by the Executive Director of a comparable organization, subject to the control of the Board of Directors. He or she shall manage, supervise and exercise general powers concerning all the property, business and affairs of the association, and shall have all powers and perform all duties incident to the office of general manager and any further powers and duties as from time to time may be prescribed by the Members. He or she shall have the power to execute deeds, bonds, mortgages and such other contracts, agreements and instruments of the association as are approved by the Board. His or her duties also shall include the following:

- (a) Serve on the Board of Directors and shall have a vote on all matters except those involving the approval of candidates for the Board or the adoption of budgets.
- (b) Send out such notice of meetings as may be appropriate or required.
- (c) Conduct all correspondence pertaining to his office.
- (d) Carry into execution all orders, votes and resolutions not otherwise committed.

Section 5. Counsel.

The Board of Directors shall have authority to select a General Counsel who will be the legal advisor of the association. His or her duties shall be the furtherance of the objects and purposes of the association by all lawful and proper means, and his term of office may be determined by the Board of Directors. In selecting counsel, the Board of Directors shall have the authority to select a firm of lawyers.

ARTICLE VIII REPRESENTATIVES OF MEMBERS

Section 1. Delegates of Members.

Whenever membership is held in the name of a firm or corporation, one individual, certified in writing by a responsible official of the Member to represent the firm to the association, shall be designated the "Voting Delegate", and shall exercise the power of the Member.

Section 2. Change of Delegate.

A Member of the association may change from time to time its delegate or alternate by notifying the Executive Director (or his or her designated representative) of such change.

ARTICLE IX AUTHORITY OF THE BOARD OF DIRECTORS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans.

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless approved by the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the Board and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE X DUES, INITIATION FEES AND ASSESSMENTS

Section 1. Dues, Initiation Fees and Assessments.

The expenses of the association shall be determined by the Board of Directors and shall be distributed among and paid by all the Members; provided, however, that the Board of Directors shall adopt an annual budget of all such proposed expenses. The Board also shall determine from time to time the amount of dues and initiation fees for new Members.

Section 2. Annual Budget.

The Board of Directors shall approve an annual budget for the next year in accordance with the Reserve Fund Policy adopted from time to time by the association at or before the Annual Meeting for distribution to the Members.

Section 3. Delinquency.

No Member in arrears in excess of 90 days shall have its individual vote counted on any matter or be counted in ascertaining a quorum.

ARTICLE XI INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Right to Indemnification.

Except as prohibited by law, every director and officer of the association shall be entitled as of right to be indemnified by the association against expenses and any liabilities paid or incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the association or otherwise, in which he or she may be involved in any manner, as a party, witness or otherwise, or is threatened to be made so involved, by reason of such person being or having been a director or officer of the association or by reason of the fact that such person is or was serving at the request of the association as a director, officer, employee, fiduciary or other representative of another association, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as an "Action"); provided, that no such right of indemnification shall exist with respect to an Action initiated by an indemnitee (as hereinafter defined) against the association (an "Indemnitee Action") except as provided in the last sentence of this Section 1.

Corporate entities who are not directors or officers of the association may be similarly indemnified in respect of service to the association or to another such entity at the request of the association to the extent the Board of Directors at any time denominates any of such corporate entities as entitled to the benefits of this Article. As used in this Article XI, "indemnitee" shall include each director and officer of the association and each other person identified by the Board of Directors as entitled to the benefits of this Article XI, "expenses" shall mean all expenses actually and reasonably incurred, including fees and expenses of counsel selected by an indemnitee, and "liabilities" shall mean amounts of judgments, excise taxes, fines, penalties, and amounts paid in settlement. An indemnitee shall be entitled to be indemnified pursuant to this Section 1 for expenses incurred in connection with any Indemnatee Action only if: (i) the Indemnatee Action is instituted under Section 3 of this Article XI and the indemnitee is successful in whole or in part in such Action, (ii) the indemnitee is successful in whole or in part in another Indemnatee Action for which expenses are claimed, or (iii) the indemnification for expenses is included in a settlement of, or is awarded by a court in, such other Indemnatee Action.

Section 2. Right to Advancement of Expenses.

Every indemnitee shall be entitled as of right to have his or her expenses in defending any Action, or in initiating and pursuing any Indemnatee Action for indemnity or advancement of expenses under Section 3 of this Article XI, paid in advance by the association prior to final disposition of such Action or Indemnatee Action, provided that the association receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

Section 3. Right of Indemnitee to Initiate Action.

If a written claim under Section 1 or Section 2 of this Article XI is not paid in full by the association within 30 days after such claim has been received by the association, the indemnitee may at any time thereafter initiate an Indemnatee Action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such Indemnatee Action. The only defense to an Indemnatee Action to recover on a claim for indemnification under Section 1 of this Article XI shall be that the indemnitee's conduct was such that under Pennsylvania law, the association is prohibited from indemnifying the indemnitee for the amount claimed, but the burden of proving such defense shall be on the association. Neither the failure of the association (including its board of directors, independent legal counsel and its shareholders) to have made a determination prior to the commencement of such Indemnatee Action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the association (including its board of directors, independent legal counsel or its shareholders) that the indemnitee's conduct was such that indemnification is prohibited by Pennsylvania law shall be a defense to such Indemnatee Action or create a presumption that the indemnitee's conduct was such

that indemnification is prohibited by Pennsylvania law. The only defense to an Indemnitee Action to recover on a claim for advancement of expenses under Section 2 of this Article XI shall be the indemnitee's failure to provide the undertaking required by Section 2 of this Article.

Section 4. Insurance and Funding.

The association may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any Action, whether or not the association would have the power to indemnify such person against such liability or expense by law or under the provisions of this Article XI. The association may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

Section 5. Non-Exclusivity; Nature and Extent of Rights.

The rights to indemnification and advancement of expenses provided for in this Article XI shall: (i) not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any indemnitee may be entitled under any agreement or bylaw, charter provision, vote of shareholders or directors or otherwise, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the association at any time while this Article XI is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article) and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he or she was entitled or was denominated as entitled to indemnification under this Article XI and shall inure to the benefit of the heirs and legal representatives of each indemnitee. Any amendment or repeal of this Article XI or adoption of any bylaw or provision of the Articles of Incorporation of the association which has the effect of limiting in any way the rights to indemnification or advancement of expenses provided for in this Article XI shall operate prospectively only and shall not affect any action taken, or failure to act, by an indemnitee prior to the adoption of such amendment, repeal, bylaw or other provision.

Section 6. Partial Indemnity.

If an indemnitee is entitled under any provision of this Article XI to indemnification by the association for some or a portion of the expenses or liabilities paid or incurred by the indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnitee Action, but not, however, for the total amount thereof, the association shall indemnify the indemnitee for the portion of such expenses or liabilities to which the indemnitee is entitled.

ARTICLE XII CONFLICTS OF INTEREST

Section 1. General

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
3. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
4. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE XIII ANTITRUST COMPLIANCE

Section 1. General

AIM desires to conduct its operations in strict compliance to all international, U.S. federal and state antitrust laws and competition laws. The Board and the Executive Director shall consult legal counsel and seek legal review whenever necessary to ensure that the activities of AIM are conducted in conformance with such laws.

Each Member of AIM acknowledges that it may compete with other Members in various lines of business and that it is therefore imperative that they and their representatives act in a manner that does not violate any applicable antitrust laws or regulations. Without limiting the generality of the foregoing, Members who are competitors shall not discuss with one another issues relating to their business such as, but not limited to, unpublished commercial terms of sale, unpublished or unannounced product development, or unpublished cost and revenue data. Members are further not permitted to discuss competitive business terms with an intent to explicitly or implicitly form an agreement or understanding that restricts the

exercise of independent business judgment, especially regarding price, selection of customers, and markets in which Members compete.

Each Member shall assume responsibility to provide appropriate legal counsel to its representatives acting under these Bylaws regarding activities and discussions of AIM or members thereof in furtherance AIM's purposes.

ARTICLE XIV DISSOLUTION

Section 1. Distribution of Assets upon Dissolution, Sale or Reorganization.

Upon dissolution of the association, if there shall be any surplus of assets created from the revenues of the AIM Members, remaining after the payment of all obligations of the association, the Executive Director shall distribute to each current Member such percentage of the surplus representing each Member's contribution of dues for the one year period prior to the date of dissolution. Any deficit shall be paid *pro rata* according to the percentage of annual dues paid by AIM members for the one year period prior to the date of dissolution.

ARTICLE XV GENERAL

Section 1. Office.

The official business office of the association shall be located in the Greater Pittsburgh, Pennsylvania, USA, area unless otherwise specified by members of the Board.

Section 2. Seal.

The corporate seal shall have inscribed thereon the name of the association, the year of its organization and the words "Nonprofit Corporation Seal, Pennsylvania." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 3. **Fiscal Year.**

The fiscal year of the association shall be the calendar year.

Section 4. **Gender.**

Whenever used in these Bylaws, the use of any gender shall be applicable to any other gender or to all genders as may be appropriate in the context.

Section 5. **Mail.**

Whenever used in these Bylaws, the term mail shall include regular USPS service, electronic communications, including via facsimile, e-mail, electronic document sharing, or similar services.

ARTICLE XVI AMENDMENTS

Section 1. **Amendments.**

These Bylaws may be amended upon the recommendation of the Board of Directors, by the affirmative vote of 50% of the Members entitled to vote upon the Amendment by letter or electronic ballot.

Revised April 7, 2014