

**RESTATED**  
**BYLAWS OF**  
**ADDITIVE MANUFACTURING USERS GROUP, INC.**  
**A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**Bylaws Updated: January 24, 2016**

**ARTICLE 1**  
**NAME**

**SECTION 1. NAME**

The name of this Public Benefit Corporation shall be “Additive Manufacturing Users Group, Inc.” The business of the Corporation may be conducted as “Additive Manufacturing Users Group” or “AMUG.” The Additive Manufacturing Users Group, Inc. shall be referred to as “Corporation” in these Bylaws.

**ARTICLE 2**  
**PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

The primary objectives and purposes of this Corporation shall be to encourage and coordinate technical information exchange between owners, users, and operators of Additive Manufacturing (AM) equipment and to provide communication on hardware and software modifications. The specific objectives of this Corporation shall include, but are not limited to, all of the following:

- (a) Educate and advance the uses and application of additive manufacturing technologies;
- (b) Encourage effective information exchange of non-proprietary strategies and applications by providing a forum for presentations, training seminars, and papers;
- (c) Influence the development, applications and standards of AM equipment, AM materials, ancillary equipment/processes, and complementary software publishers/distributors by conducting periodic meetings, distributing minutes of meetings; and establishing special task or interest groups when required;
- (d) Identify problems and propose solutions to problems that applies to hardware, materials and software;
- (e) Facilitate sharing of practices and techniques to be used by the membership;
- (f) Coordinate and manage an annual business meeting and Users Group Conference that supports the objectives and purposes of the Corporation outlined above.

**ARTICLE 3**  
**BOARD OF DIRECTORS**

**SECTION 1. NUMBER OF DIRECTORS**

The Corporation shall have not less than seven (7) nor more than nine (9) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. Notwithstanding the above, the Board of Directors may appoint deputy directors who shall participate in Board of Directors matters as ex-officio, without vote.

**SECTION 2. POWERS**

Subject to the provisions of the California Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

**SECTION 3. DUTIES**

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the Corporation and notices of meetings mailed, electronically transmitted or telegraphed to them at such addresses shall be valid notices thereof;
- (f) Serve as Officers of the Corporation, as outlined in Article 4.

**SECTION 4. TERMS OF OFFICE**

Each Director shall hold office for one year commencing on July 1, and continuing until following June 30 of the following year, unless otherwise provided in the Bylaws.

If a Director is appointed to fill an open office, the term of such office shall be for the unfinished term of office.

## **SECTION 5. COMPENSATION**

Directors shall serve without compensation except that they shall be allowed and paid reasonable reimbursement of expenses incurred in the performance of their regular duties. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity unless such compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

## **SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS**

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

## **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at such locations as are designated by resolution of the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment or technology, so long as all Directors participating in such meeting can hear one another.

## **SECTION 8. REGULAR AND ANNUAL MEETINGS**

Regular meetings of the Directors shall be conducted during the annual Users Group Conference and at such other times as may be designated by Board of Directors. If no annual business meeting or Users Group Conference is held, regular meetings of Directors shall be held in such manner and date as the Directors may prescribe.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two (2) Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

## **SECTION 10. NOTICE OF MEETINGS**

Regular meetings of the board may be held without notice. Special meetings of the Board of Directors shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or other means of electronic written communication. If sent by mail or electronic mail, the notice shall be deemed to be delivered on its deposit in the mails or transmittal by electronic mail. Such notices shall be addressed to each Director at his or her address as shown in the Corporation's records. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any

adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

#### **SECTION 11. CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

#### **SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### **SECTION 13. QUORUM FOR MEETINGS**

A quorum shall consist of a simple majority of the current duly authorized Directors. If the current number of duly authorized Directors is two (2) or three (3), a quorum shall consist of two (2) Directors. If the current number of duly authorized Directors is four (4) or five (5), a quorum shall consist of three (3) Directors. If the current number of duly authorized Directors is six (6) or seven (7), a quorum shall consist of four (4) Directors. If the current number of duly authorized Directors is eight (8) or nine (9), a quorum shall consist of five (5) Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

#### **SECTION 14. MAJORITY ACTION AS BOARD ACTION**

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 is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

## **SECTION 15. CONDUCT OF MEETING**

Meetings of the Board of Directors shall be presided over by the President of the Corporation, or, if no such person has been so designated or, in his or her absence, by a Vice President of the Corporation or, in the absence of each of these persons, by a Delegate chosen by a majority of the Directors present at the meeting. A Delegate may preside over Meetings of the Board of Directors, with the President of the Corporation and/or a Vice President of the Corporation present, at the request of the presiding officer, chosen by a majority of the Directors. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provision of law.

## **SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purpose of this Section only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this Corporation authorize the Directors to act, and such statement shall be prima facie evidence of such authority.

## **SECTION 17. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. The Board of Directors may also by a majority vote declare vacant the office of a Director that has been negligent in performing his or her duties or acted improperly relative to the goals or duties as set forth in these Bylaws.

If the Corporation has less than fifty (50) members, Directors may be removed without cause by a majority of all members, or, if the Corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining Director. If this Corporation has members, however, vacancies created by the removal of a Director may be filled only by the approval of the members. The members, if any, of this Corporation may elect a Director at any time to fill any vacancy not filled by the Directors.

A person elected to fill a vacancy as provided by this Section shall hold office as defined in Article 3, Section 4.

#### **SECTION 18. NON-LIABILITY OF DIRECTOR**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

#### **SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS.**

To the extent that a person who is, or was, a Director, Officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

#### **SECTION 20. INSURANCE FOR CORPORATE AGENTS**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing, (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 4 OFFICER**

### **SECTION 1. NUMBER OF OFFICERS**

The Officers of the Corporation shall be a President, two (2) Vice Presidents, a Secretary, an Event Manager, a Past President, an AM Industry Advisor, and a Chief Financial Officer (Treasurer). These Officers will also serve simultaneously on the Board of Directors. The Corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, or other Officers. No offices may be held by the same person or employees of the same company, or employees of affiliates of the same company at time of election or appointment.

### **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any member may serve as an elected Officer of this Corporation except that employees of additive manufacturing equipment companies are not eligible to serve as President or Chairperson of the Board. The elected Offices of President, Vice-Presidents (2), Secretary, and Event Manager shall be voted at the annual business meeting by the members present at the annual User Group Conference. In conjunction with a position on the Board of Directors, each Officer shall hold office until the Officer resigns, is removed, is otherwise disqualified to serve, or until a successor shall be qualified and elected, whichever occurs first. The term for each elected Office other than President or Vice Presidents shall be for one year commencing on July 1 and continuing until June 30 of the following year, unless otherwise provided in these Bylaws.

The Office of President shall be filled by vote at the annual business meeting by the members present at the Users Group Conference. To facilitate continuity, nominees for the office of President shall be limited to the two (2) current-year Vice Presidents and current President. The nominee receiving the majority of votes cast will be elected President. If only one (1) qualified nominee is eligible to serve, due to resignations or removal from the board, the nominee will succeed as President. In the event that a serving President is re-elected as President, the current Past President will be asked to continue another year in that position. If the Past President cannot or is unwilling to continue in the position, the Board will appoint an acting Past President to serve until the next election.

The Office of Vice President shall be filled by vote at the annual business meeting by the members present at the Users Group Conference. The Vice Presidents are the two (2) nominees receiving the greatest number of votes cast. To facilitate continuity, nominees for the Office of Vice President, if elected, must agree to become nominees for the Office of President at the following annual business meeting. Nominees for the Office of Vice President, if not present at the time of election, must provide written application to the Board of Directors in advance of the annual business meeting.

The Office of the Secretary shall be filled by vote at the annual business meeting by the members present at the Users Group Conference. The Secretary is the one (1) nominee receiving the greatest number of votes cast. Nominees for the Office of Secretary, if not present at the time of election, must provide written application to the Board of Directors in advance of the annual business meeting.

The Office of the Event Manager shall be filled by vote at the annual business meeting by the members at the Users Group Conference. The Event Manager is the one (1) nominee receiving the greatest number of votes cast. Nominees for the Office of Event Manager, if not present at the time of election, must provide written application to the Board of Directors in advance of the annual business meeting.

The Office of Treasurer shall be filled by appointment of the Board of Directors subsequent to the annual election of Officers. This appointment shall be made within thirty (30) calendar days of the annual business meeting by majority vote of the Board of Directors; President, Vice Presidents (2), Past President, Secretary, and the Event Manager. The Treasurer shall continue in Office until resignation, disqualification, qualification and appointment of a successor, or removal from Office by a majority vote of the Board of Directors. If no successor is chosen, the Treasurer shall succeed himself /herself for the next term.

Nominees for Treasurer are exempt from the “ownership” requirements defined in these Bylaws, and are exempt from the “same company” restriction also found herein. Nominations for the office of Treasurer shall be submitted in writing to the current Secretary no less than sixty (60) calendar days prior to the annual business meeting. The current Treasurer is considered to have been nominated by virtue of holding the office.

The Office of AM Industry Advisor shall be filled by appointment of the Board of Directors subsequent to the annual election of officers. This appointment shall be made within thirty (30) calendar days of the annual business meeting by majority vote of the Board of Directors; President, Vice Presidents (2), Past President, Secretary, and the Event Manager. The AM Industry Advisor serves at the pleasure and discretion of their employer and the Board of Directors. Further, the AM Industry Advisor eligibility to serve on the Board of Directors is not subject to the “AM equipment ownership” membership requirement.

### **SECTION 3. SUBORDINATE OFFICERS**

The Board of Directors may appoint such other Officers or agents as it may deem desirable and such Officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any Officer may be removed as outlined in Article 3, Section 17 of these Bylaws. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Corporation.

### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the board may or may not be filled, as the Board shall determine.

If one or both Vice Presidents are appointed in this manner, a new President shall be elected at the annual business meeting as defined in Article 4, Section 2.

### **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.

## **SECTION 7. DUTIES OF VICE PRESIDENTS**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice Presidents 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 on, the President. The Vice Presidents shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

## **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall keep the minutes of the meeting of the Board of Directors; ensure that all notices are duly given in accordance with these Bylaws or as required by law; oversee the custody of the corporate records of the Corporation, and in general perform all duties incident to the office of Secretary, required by law or such other duties as from time to time may be assigned by the Chair or Board of Directors.

## **SECTION 9. DUTIES OF TREASURER**

Subject to the provisions of these Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer shall charge and oversee the custody of all funds and securities of the Foundation; oversee the receipt for monies due and payable to the Corporation from any source whatsoever, and oversee the deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as may be; and in general perform the duties incident to the office of Treasurer, required by law or such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

## **SECTION 10. DUTIES OF EVENT MANAGER**

In general, perform all duties incident to the office of Event Manager and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 11. DUTIES OF ADDITIVE MANUFACTURING (AM) INDUSTRY ADVISOR**

In general, provide advice and counsel to the Board of Directors on behalf of additive manufacturing equipment manufacturers, ancillary equipment providers, and complementary software publishers/distributors. The AM Industry Advisor eligibility to serve on the Board of Directors is not subject to the “AM equipment ownership” membership requirement.

## **SECTION 12. DUTIES OF THE PAST PRESIDENT**

In general, the duties of the Past President are to provide advice and counsel to the President and the Board of Directors for the purpose of historical reference and organizational continuity. Additionally, the Past President shall organize and conduct the annual awards competition(s).

## **SECTION 13. DUTIES OF CHAIRPERSON OF THE BOARD**

The Chairperson of the Board shall provide stability and continuity to the Board of Directors, provide guidance on past practices of the Corporation, and mentor members of the Board of Directors.

## **SECTION 14. COMPENSATION**

Officers shall serve without compensation except that they shall be allowed and paid reasonable reimbursement of expenses incurred in the performance of their regular duties. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

## **ARTICLE 5 COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of Directors, designate three (3) or more of its members (who may also be serving as Officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the Board or on any committee which has the authority of the board.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the board or the members thereof.
- (f) The approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233 (d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### **SECTION 2. OTHER COMMITTEES**

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

### **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation 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. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the President or the Treasurer/CFO of the Corporation.

### **SECTION 3. DEPOSITS**

All funds of the Corporation 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.

### **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the charitable or public purposes of this Corporation.

**ARTICLE 7**  
**CORPORATE RECORDS, REPORTS AND SEAL**

**SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep:

- (a) Minutes of all meetings of Directors, committees of the Board and, if this Corporation has members, of all meetings of members, indication the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by members, if any, of the Corporation at all reasonable times during office hours.

**SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

**SECTION 4. MEMBERS' INSPECTION RIGHTS**

If this Corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the Corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the Corporation by the member, for a purpose reasonably related to such person's interests as a member.

**SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

- (a) Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

**SECTION 6. ANNUAL REPORT**

The Board shall cause an annual report to be furnished to the members each calendar year in the form of the Corporations' conference proceeding and to any member who requests it in writing, which report shall contain among other items a financial report of the Corporation.

**ARTICLE 8  
FISCAL YEAR**

**SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the Corporation shall begin on the 1st day in October and end on the 30th day of September in each year.

**ARTICLE 9  
AMENDMENT OF BYLAWS**

**SECTION 1. AMENDMENT**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaws amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this Corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Directors of the Corporation, the maximum or minimum number of Directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or
- (b) By approval of the members, if any, of this Corporation.

**ARTICLE 10  
AMENDMENT OF ARTICLES**

**SECTION 1. AMENDMENT OF ARTICLES BY MEMBERS**

Amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this Corporation.

**SECTION 3. CERTAIN AMENDMENTS**

Notwithstanding the above sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and address of its initial agent, except to correct an error in such statement or to delete either statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 11  
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

**SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, Director, Officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation and not otherwise.

**SECTION 2. DISSOLUTION OF ASSETS**

Upon dissolution of the Corporation of the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all assets of the Corporation exclusively in fulfillment of the purpose for which the Corporation was formed and as voted on by the membership including conveyance of assets to such federations, associations or organization under section 501 (c) (6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

**ARTICLE 12  
MEMBERS**

**SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The Corporation shall have only one class of members. No member shall hold more than one membership in the Corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this Corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

## **SECTION 2. QUALIFICATIONS OF MEMBERS**

Membership in the Corporation is exclusively available to employees of organizations having direct ownership of commercially available Additive Manufacturing equipment.

A conditional lifetime membership in the Corporation has been granted to Charles Hull, inventor of Stereolithography, in recognition of his contributions to the industry. Lifetime membership will remain in force until such time Mr. Hull engages in business endeavors which are no longer consistent with the goals of the Corporation, as determined by the Board of Directors.

## **SECTION 3. ADMISSION OF MEMBERS**

Applicants shall be admitted to membership after submitting satisfactory evidence that they meet the qualifications of members as set forth in the above sections of this Bylaw and upon payment of the application and/or annual dues as specified in the following sections of these Bylaws.

The Corporation shall reserve the right to share its mailing lists, which may include member names, to third party organizations if deemed to be for the furtherance of the interests of the Corporation.

The Corporation shall give members the option of removing their names from the mailing list through written or verbal request and the consensus approval of the Board of Directors.

## **SECTION 4. FEES, DUES AND ASSESSMENTS**

The annual dues payable to the Corporation by members shall consist of the fees charged for the annual Users Group Conference and annual business meeting, for which the amount may be determined from time to time by resolution of the Board of Directors. Such dues are not subject to proration.

Memberships shall be non-assignable.

## **SECTION 5. NUMBER OF MEMBERS**

There is no limit on the number of members the Corporation may admit.

## **SECTION 6. NONLIABILITY OF MEMBERS**

A member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

## **SECTION 7. TERMINATION OF MEMBERSHIP**

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the President or Secretary of the Corporation personally, by mail, by facsimile transmission, or by electronic mail, such membership to terminate upon the date of delivery of the notice, date of electronic transmission, or date of deposit in the mail.

(2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation.

(3) If this Corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a) (2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by first-class mail registered mail, facsimile transmission or electronic mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

(4) If this Corporation has provided for the payment of dues by members, any person expelled from the Corporation shall not receive a refund of dues.

#### **SECTION 8. RIGHTS ON TERMINATION OF MEMBERSHIP**

All rights of a member in the Corporation shall cease on termination of membership as herein provided.

#### **SECTION 9. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS**

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this Corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE 13  
MEETINGS OF MEMBERS**

**SECTION 1. PLACE OF MEETINGS**

Meetings of the members shall be held at the principal office of the Corporation or at such other place or places within or without the State of California as may be determined from time to time by resolution of the Board of Directors.

**SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS**

The members shall meet annually as determined by the Board of Directors for the purpose of electing directors, officers and transacting other business as may come before the meeting. Cumulative voting for the election of Directors or Officers shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors or Officers to be elected shall be elected. Each voting member shall cast one vote only. The annual meeting of members for the purpose of electing Directors or Officers shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

If the day fixed for the annual meeting or other regular meetings falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

The members of the Corporation shall meet at least once per calendar year. Any meeting, regular or special, may be held by conference telephone or similar communications equipment or technology, so as long as all Directors and members participating in such meeting can hear one another.

Annual, Regular and Special meetings shall be opened exclusively to those qualifying for membership in the Corporation as provided in Article 12, Section 2 above, and invited guests as determined by the Executive Committee. Participation or attendance by any other person shall be determined by the President after consultation with the Board of Directors.

**SECTION 3. SPECIAL MEETINGS OF MEMBERS**

(a) Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors, or the President of the Corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

**SECTION 4. NOTICE OF MEETINGS**

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the Corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat, provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty (20) days before the meeting.

(b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail, electronic mail, or other means of written communication, addressed to the member at the address of such member appearing on the books of the Corporation or given by the member to the Corporation for the purpose of notice.. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail, electronic mail, . or other means of written communication.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail, electronic mail, or by telegraph to the Chairperson of the Board, President, Vice President or Secretary of the Corporation. The Officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the Officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. Removal of Directors without cause;
2. Filling of vacancies on the Board of Directors by members;
3. Amending the Articles of Incorporation; and
4. An election to voluntarily wind up and dissolve the Corporation.

## **SECTION 5. QUORUM FOR MEETINGS**

A quorum shall consist of **17%** of the voting members of the corporation.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the

business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this Article, if this Corporation authorizes members to conduct a meeting with a quorum of less than 17% of the voting power, then, if less than 17% of the voting power actually attends a regular meeting, in person, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

#### **SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

#### **SECTION 7. VOTING RIGHTS**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote, show of hands or by ballot as determined by the Chairperson of the meeting.

#### **SECTION 8. PROXY VOTING**

Members entitled to vote **SHALL NOT** be permitted to vote or act by proxy.

#### **SECTION 9. CONDUCT OF MEETINGS**

Meetings of members shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation. A Delegate may preside over meetings of members, with the President of the Board and/or Vice President of the Board present, at the request of the presiding officer, chosen by a majority of the Directors present. In the absence of all of these persons, meetings of members shall be presided over by the by a Chairperson chosen by a majority of the voting members present.

The Secretary of the Corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by **ROBERTS' RULES OF ORDER**, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

#### **SECTION 10. ACTION BY WRITTEN OR ELECTRONIC BALLOT WITHOUT A MEETING**

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Corporation distributes a written or electronic ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article.

All written or electronic ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the

percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Corporation in order to be counted.

Approval of action by written or electronic ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written or electronic ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, they shall not be counted as votes either for or against the election of a Director.

A written or electronic ballot may not be revoked after its receipt by the Corporation or its deposit in the mail, whichever occurs first.

#### **SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES**

The Corporation shall make available to members reasonable nomination and election procedures with respect to the election of Directors and Officers by members. Such procedures shall be reasonable given the nature, size and operations of the Corporation, and shall include:

- (a) A reasonable means of nominating persons for election as Directors.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

Generally, any person who is qualified to be elected to the Board of Directors shall be nominated at the annual meeting of members held for the purpose of electing directors by any member present at the meeting in person or by proxy. However, if the Corporation has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5221 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the Board of Directors.

If the Corporation has five thousand (5,000) or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by this Corporation in nominating and electing persons to the Board of Directors.

#### **SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing or electronically to the action. The written or electronic consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

#### **SECTION 13. RECORD DATE FOR MEETINGS**

The record date for purposes of determining the members entitled to notice, voting rights, written or electronic ballot rights, or any other right with respect to a meeting of members or any other lawful

membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated: June 14, 2016

Secretary 