

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

Bylaws Updated: 09/16/19

**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) Facilitate a forum for vendors, along with users, to develop applications and best practices of AM equipment, AM materials, ancillary equipment/processes, and complementary software;
- (d) Identify problems and propose solutions to problems that apply 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 Board of Directors ("Board") of the Corporation shall have nine (9) Directors ("Directors") as follows:

- President
- Treasurer
- Vice President
- Secretary
- Director, Education and Conferences
- Director, Business Development
- Director, Membership
- Director, Event and Hospitality
- Director at Large

In addition, the following individuals shall be non-voting members of the Board of Directors: the Immediate Past President and Immediate Past Treasurer. The Board of Directors may appoint one or more individuals who shall participate in Board of Directors matters in a non-voting, advisory capacity. Non-voting Board members shall not be included in purpose of determining quorum of the Board.

SECTION 2. POWERS, DUTIES AND QUALIFICATIONS

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.

The duties of each Director shall be set forth in policies adopted by the Board of Directors.

Any member may serve as a Director of the Corporation provided they meet the eligibility requirements as set forth in Board Policies.

SECTION 3. TERMS OF OFFICE

Board of Directors shall serve a term of two (2) years commencing on July 1, and continuing until the following June 30 of the second year of their term, unless otherwise provided in the Bylaws. If an individual is appointed to fill a vacancy on the Board of Directors, the term of such Director shall be for the unfinished term of the Director being replaced. The Board shall adopt such policies to ensure that Directors have staggered terms.

The Board may establish terms and term limits for each Director position in Board Policies.

SECTION 4. ELECTION OR APPOINTMENT OF DIRECTORS

Except for the Treasurer, all Directors shall be elected by the membership eligible to vote as set forth in these Bylaws and in Board Policies. The Board of Directors shall appoint a Treasurer.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

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.
- (c) Two individuals from the same company may not serve as Directors at the same time. Should circumstances arise in which a current board member becomes an employee of the same company as that of another board member, the process for resolving such matter shall be set forth in Board Policies.
- (d) Additional restrictions may be set forth in Board Policies.

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 at such 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. QUORUM FOR MEETINGS

A quorum shall consist of a simple majority of the 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 13. 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 14. 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 the Vice President of the Corporation. In the absence of both, the President and the Vice President, another member of the Board of Directors shall be designated by the participating Board members to preside over the meeting. 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 15. 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 16. VACANCIES

Vacancies on the Board of Directors shall exist on the death, resignation or removal of any Director.

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 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 for the remaining term of that position. Serving in a vacancy capacity shall not be counted in calculating the total number of terms served by such individual.

SECTION 17. NON-LIABILITY OF DIRECTOR

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

SECTION 18. 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 19. 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
OFFICERS

SECTION 1. NUMBER OF OFFICERS

The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. These Officers will also serve simultaneously on the Board of Directors. 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 Officer of this Corporation except that employees of additive manufacturing equipment, material manufacturers, or software development companies are not eligible to serve as President, Vice President or Treasurer. The elected Offices of President, Vice President, and Secretary shall be voted on during the annual Users Group Conference by the members present at the annual Users Group Conference. Unless otherwise provided by the Board of Directors, the results of the election shall be announced at the annual business meeting during the annual Users 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 Officer other than Treasurer shall be for two (2) years, unless otherwise provided in these Bylaws. The Treasurer shall hold office for three (3) years, unless otherwise provided in the Bylaws.

The Office of President shall be filled by vote by the members present at the Users Group Conference during the election period (Sunday – Monday), or as otherwise determined by the Board. The President is the one (1) nominee receiving the greatest number of votes cast. In the event that a serving President is re-elected as President, the current Immediate Past President will be asked to continue another 2 years in a non-voting position. If the Immediate Past President cannot or is unwilling to continue in the position, the Board may appoint another non-voting Past President.

The Office of Vice President shall be filled by vote by the members present at the Users Group Conference during the election period (Sunday – Monday), or as otherwise determined by the Board. The Vice President is the one (1) nominee receiving the greatest number of votes cast.

The Office of Secretary shall be filled by vote by the members present at the Users Group Conference during the election period (Sunday – Monday), or as otherwise determined by the Board. The Secretary is the one (1) nominee receiving the greatest number of votes cast.

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. 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 Secretary by the Nomination Committee 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.

SECTION 3. 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 4. 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.

Any Director or member appointed to fill a vacancy shall hold office, subject to the right of removal, until the next annual election and until a successor is elected.

SECTION 5. 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. The Board of Directors may assign additional duties on the President in Board Policies.

SECTION 6. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President 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 President 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 via Board Policies.

SECTION 7. 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 Board of Directors via Board Policies.

SECTION 8. 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 Corporation; 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 Board of Directors via Board Policies.

SECTION 9. COMPENSATION

Officers shall serve without compensation except that they shall be allowed and paid reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

**ARTICLE 5
COMMITTEES**

SECTION 1. COMMITTEES

The Board of Directors, by resolution adopted by a majority of the Board of Directors in office, may designate one or more committees to perform such functions as specified in the policies of the Board of Directors. Unless otherwise provided in the policies of the Board of Directors, the President shall appoint the Chair of each committee upon approval by the Board of Directors; the Chair of each committee shall appoint the members of each committee upon approval by the President.

Board may create additional standing or ad-hoc committees, modify the committees function, or modify the name of committees as set forth in Board Policies.

SECTION 2. EXECUTIVE COMMITTEE

There shall be an Executive Committee comprised of the Officers. Responsibilities of the Executive Committee can be found in Board Policies and the Executive Committee may act in lieu of a Board meeting only until the matter can be reviewed by the Board.

SECTION 3. OPERATIONS COMMITTEES

There shall be the following Operations Committees which shall report to the Board of Directors:

- Executive Committee
- Finance Committee
- Governance Committee
- International Committee
- Marketing Committee
- Membership Committee
- Mentoring Committee
- New Member Committee
- NextGen Committee
- Nominating Committee
- Partnership Committee
- Volunteer Committee

SECTION 4. CONFERENCE COMMITTEES

There shall be the following Conference Committees which shall report to the Board of Directors:

- Agenda and Program Committee
- Agenda Committee
- DINO Selection Committee
- Event and Hospitality Committee
- Expo Committee
- Recognition Committee
- Registration Committee
- Scholarship Committee
- Sponsor and Exhibitor Committee
- Technical Competition Committee
- Track Leader Committee

SECTION 5. TERM OF OFFICE

Each Chair and member of a committee shall continue as such until the term has ended as specified in the policies of the Board of Directors.

SECTION 6. VACANCIES

Vacancies in the membership of any committee may be filled by appointment by the Chair with approval of the President.

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 set forth in the Board Policies.

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 as set forth in the Board Policies.

ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep:

- (a) Minutes of all meetings of Directors, and if this Corporation has members, of all meetings of members, indicating 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 2. 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 3. MEMBERS' INSPECTION RIGHTS

Members shall have the right 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 4. RIGHT TO COPY AND MAKE EXTRACTS

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 5. ANNUAL REPORT

The Board shall provide a verbal annual report to the members each calendar year at the business meeting during the annual Users Group Conference. Upon written request, the Board shall provide a written copy of the annual report presented at the annual Users Group Conference.

**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, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) By approval of the Board, for any change other than those outlined in (b); or
- (b) By approval of the members for any change affecting the following:
 - Changing the primary objectives and purpose of the Corporation
 - Changing the fixed number of Directors of the Corporation
 - Changing the maximum or minimum number of Directors
 - Changing eligibility requirements to any Officer position
 - Changing from a fixed to variable Board or vice versa

**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 2. 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. 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.

SECTION 2. DISSOLUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, 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, except as set forth below in Section 2. 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.

Memberships shall be non-assignable.

SECTION 2. QUALIFICATIONS OF MEMBERS

Membership in the Corporation is exclusively available to individuals of organizations having direct ownership of commercially available Additive Manufacturing equipment used in a professional environment. Any individuals or organizations who do not meet these requirements may apply or request attendance by the Board of Directors.

A conditional lifetime honorary membership in the Corporation has been granted to Charles Hull, inventor of Stereolithography, in recognition of his contributions to the industry. Lifetime honorary 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.

Members recognized by the Corporation with a DINO (Distinguished Innovator Operator Award) shall be honorary members of the Corporation for their lifetime, unless otherwise determined by the Board of Directors. To attend the annual Users Group Conference, honorary members will be required to pay the annual conference registration fee. Membership Terms as outlined in Section 3 shall not apply to honorary members unless they have paid the annual conference registration fee for that particular term as outlined in Article 12, Section 3 below.

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.

Honorary members, upon payment of the annual conference registration fee, shall be considered members for the purpose of voting at the annual Users Group Conference and for serving on the Board of Directors or on any committee.

SECTION 4. FEES, DUES AND ASSESSMENTS

The annual dues payable to the Corporation by members shall consist of the fee charged for the annual Users Group Conference, 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.

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 therefore. 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 per ballot item. 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.

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.

- (d) 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 (e) of this section, the waiver of notice or consent shall state the general nature of the proposal.
- (e) 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 with such number being determined prior to the commencement of voting.

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 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 voting 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, as set forth in Article 13, Section 10 below, by ballot via electronic, telephonic or other technology means as determined by the Board of Directors and set forth in the meeting notice.

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, if no such person has been so designated or, in his or her absence, by the Vice President of the Corporation. In the absence of both, the President and the Vice President, another member of the Board of Directors shall be designated by the participating Board members to preside over the meeting.

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 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 adopted by the Board of Directors and shall be reasonable given the nature, size and operations of the Corporation.

Generally, any person who is qualified to be elected to the Board of Directors shall be nominated as set forth in policies adopted by the Board of Directors. 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. 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: October 13, 2019

Secretary: Leslie C. Grant